

GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is the supreme governing body of VTB Bank. Any holder of ordinary shares may exercise the right to participate directly in the management of the Bank by voting on the agenda of the General Meeting of Shareholders. Preference shares carry voting rights only in special cases, as stipulated by the law.

Shareholders may take part in a meeting of shareholders either in person (in the event that an in-person meeting is held) or through absentee voting. All shareholders of VTB Bank have access to the e-voting system developed by the Bank's registrar, VTB Registrar.

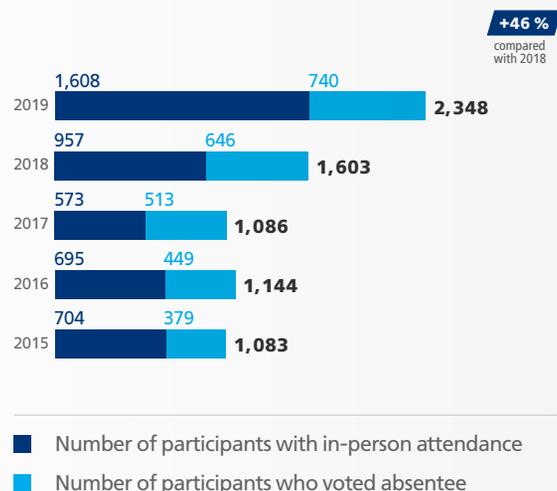
The decision to convene a General Meeting of Shareholders is taken by the Supervisory Council. In accordance with applicable Russian laws and the Bank's Charter, information about the date and venue of the General Meeting of Shareholders, as well as the record date for shareholders eligible to participate, is published on VTB's website and is also distributed through the *VTB Shareholder* application. During the time frame specified by law, shareholders can review materials for the General Meeting of Shareholders on the Bank's website or at *Shareholder Liaison Centres* in Moscow, St. Petersburg and Yekaterinburg. When voting electronically, the materials for meetings are also available through the mobile application and in each user's personal account on VTB Registrar's website.

Two General Meetings of Shareholders were convened in 2019.

2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of Shareholders (AGM) of VTB Bank was held on 5 June 2019 at the *Oktyabrsky Grand Concert Hall* in St. Petersburg. The meeting was attended by 740 shareholders and their representatives (compared with 646 in 2018). In total, 2,348 shareholders took part, including through absentee voting, which accounted for 11,031,539,082,384 votes, or 85.1163 % of the total votes.

NUMBER OF PARTICIPANTS AT THE AGM, shareholders



Shareholders' growing interest in annual meetings can be seen not only in the increase in the number of shareholders who personally attended the meeting but also in the nearly twofold increase in the number of shareholders who participated absentee (the number of online views (2,028) increased by 44 % compared with the 2018 AGM).

Shareholders who had previously submitted biometric data were able to register to take part in the meeting by using special self-service terminals. For the purposes of self-registration, a VTB Registrar technology was used to authenticate participants' identity based on their face and by using a card with an NFC module (R-face service).

During the meeting, the Bank's shareholders were able to familiarise themselves with materials for the meeting and could obtain information about products and services offered by VTB Group. Meeting materials were made available on tablets in the consultation area in addition to being available in hard copy and on memory cards.

The 2019 AGM gave shareholders an opportunity, for the first time, to submit questions to the presidium electronically via the *VTB Shareholder* mobile application or through special terminals.

2,348 participants in 2019

E-voting is possible online at vtbreg.com, as well as through the *VTB Shareholder* application (available in Russian language only).

The e-voting system was widely available during the AGM, which meant that any shareholder could take part in the meeting regardless of where they were living or located, which greatly increased the total number of shareholders participating. Some 1,937 shareholders voted through the e-voting system. It is important to note that the e-voting system used biometrics and NFC technology, including voice recognition, which made the voting process much easier for shareholders with a visual impairment. Most of the participants in the AGM praised the quality of e-services available and the opportunities they provided.

Fourteen agenda items were considered at the meeting:

1. Approval of VTB Bank's Annual Report;
2. Approval of VTB Bank's annual financial statements;
3. Approval of VTB Bank's profit allocation for 2018;
4. The amount, terms and form of the 2018 dividend payment and the record date to determine eligibility to receive dividends;
5. The remuneration of Supervisory Council members who are not state employees, in accordance with VTB Bank's bylaws;
6. The remuneration of Statutory Audit Commission members who are not state employees, in accordance with VTB Bank's bylaws;
7. The number of VTB Bank Supervisory Council members;
8. The election of VTB Bank Supervisory Council members;
9. The number of VTB Bank Statutory Audit Commission members;
10. The election of VTB Bank Statutory Audit Commission members;
11. Approval of the VTB Bank auditor;
12. Approval of a new edition of VTB Bank's Charter;
13. Approval of a new edition of the Regulation on the Procedure for Preparing, Convening and Holding General Meetings of Shareholders of VTB Bank;
14. Approval of a new edition of the Regulation on VTB Bank's Supervisory Council.

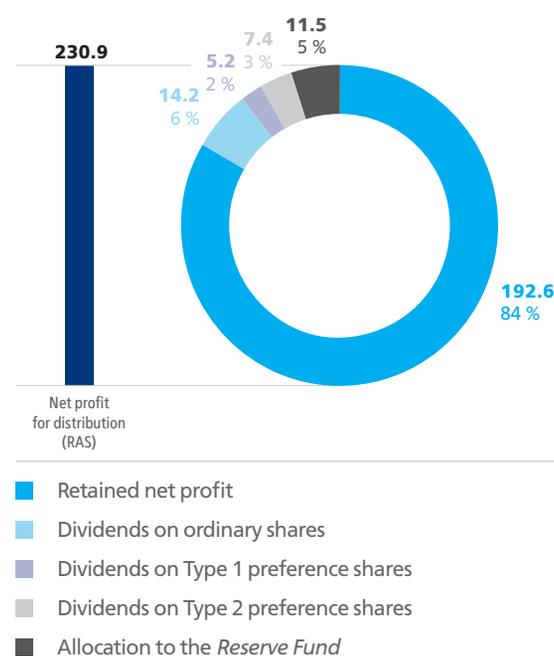
Meeting participants supported the proposed draft decisions on all 14 agenda items.

In addition, shareholders agreed to the following distribution the Bank's profits from 2018 in accordance with the recommendations of the Bank's Supervisory Council:

- Net profit to be allocated – **RUB 230,906,903,335.16**
- Allocations to the *Reserve Fund* – **RUB 11,545,345,166.76**
- Dividend payment allocations on ordinary shares – **RUB 14,239,456,640.85**
- Dividend payment allocations on Type 1 registered preference shares – **RUB 5,164,109,976.47**
- Dividend payment allocations on Type 2 registered preference shares – **RUB 7,416,433,382.68**
- Retained net profit – **RUB 192,541,558,168.40**

Shareholders approved a dividend payment of **RUB 0.00109867761463259** per ordinary share.

BASIS FOR THE DISTRIBUTION OF VTB BANK'S PROFIT FOR 2018, RUB billion



The voting results on agenda items and all decisions taken can be seen [in the Investor Relations section on the Bank's official website in the General Meeting of Shareholders 2019 subsection](#) (available in Russian language only).

Detailed information on dividend payments for 2018 is available [on the Bank's official website in the Dividends section](#).

Total dividend payments amounted to RUB 26.8 billion, or 15.0 % of the Group's consolidated IFRS net profit for 2018 (11.6 % of the Bank's net profit under RAS), while dividends on ordinary shares amounted to 8.0 % of the Bank's consolidated net profit under IFRS (or 6.2 % of the Bank's net profit under RAS).

When approving recommendations for the Annual General Meeting of Shareholders on the payment of dividends, the Bank's Supervisory Council took into account the Bank's need for capital to comply with the requirements of the *Bank of Russia* (increasing capital requirements as part of the transition to Basel III standards), as well as for sustainable business development and strategy implementation.

Dividend payments for each type of Bank share for 2018 were calculated based on the principle of the equalisation of dividend yields for all three types of the Bank's shares; the dividend yield for each type of share was 2.4 % (for each ordinary share, this was calculated based on their average market value on *Moscow Exchange* for 2018; for preference shares, it was based on the par value of each type of share).

A portion of the net profit was allocated to the *Reserve Fund*, since, in accordance with the Federal Law on Joint-Stock Companies and the Charter, the Bank must make annual payments to the *Reserve Fund* in the amount of at least 5 % of net profit until the *Reserve Fund* reaches 5 % of the charter capital. As a result of the increase in the Bank's charter capital in 2015, it became necessary to make contributions to the Bank's *Reserve Fund* in the amount of 5 % of the Bank's net profit for the relevant reporting year. Contributions to the Bank's *Reserve Fund* for 2018 amounted to RUB 11.5 billion (compared to RUB 5.1 billion for 2017).

The Bank's retained net profit, which amounted to RUB 192.5 billion as of the end of 2018, is used to ensure business growth and to maintain the Bank's capital adequacy in accordance with the requirements of the *Bank of Russia*.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2019

On 1 November 2019, an Extraordinary General Meeting of Shareholders of VTB Bank was held in the form of absentee voting.

The agenda included three items:

1. The payment (declaration) of dividends for Type 1 preference shares; the amount, terms and form of the dividend payment; and the establishment of the record date to determine eligibility to receive dividends;
2. Approval of Amendment No. 1 to the Charter of VTB Bank;
3. Approval of a new edition of the Regulation on VTB Bank's Management Board;

The shareholders supported draft decisions on all agenda items at the Extraordinary General Meeting of Shareholders. A total of 2,759 shareholders attended the meeting, 94 % of whom used the e-voting system. The largest number of shareholder votes came through the *VTB Shareholder* mobile application.

The Extraordinary General Meeting of Shareholders adopted a decision to pay interim dividends on Type 1 preference shares from retained profit of previous years.