

Table of Amendments to the Regulation on Preparing, Convening and Holding PJSC VTB Bank General Shareholders Meeting

No.	Old Version	New Version	Reason
1.	Name Regulation on Preparing, Convening and Holding JSC VTB Bank General Shareholders Meeting	Name Regulation on Preparing, Convening and Holding PJSC VTB Bank General Shareholders Meeting	The amendments were made due to the changed name of the Bank.
2.	Clause 1.1 1.1. The General Shareholders Meeting is the highest governance body of JSC VTB Bank ((hereinafter referred to as the "Bank")).	Clause 1.1 1.1. The General Shareholders Meeting is the highest governance body of PJSC VTB Bank ((hereinafter referred to as the "Bank")).	
3.	Clause 1.3 1.3. The Secretary of the Bank's Supervisory Council appointed by President-Chairman of the Management Board shall be the Secretary of the General Shareholders Meeting.	Clause 1.3 1.3. The Bank's corporate secretary shall be the Secretary of the General Shareholders Meeting.	The amendments were made due to the installed position of the Bank's corporate secretary.
4.	Paragraph 6 Clause 2.1 6) increase of the Bank's charter capital by increasing the face value of shares, by offering ordinary shares through open subscription, accounting for over 25 per cent of the outstanding ordinary shares, and by placing additional shares through closed subscription;	Paragraph 6 Clause 2.1 6) increase of the Bank's charter capital by increasing the face value of shares or by offering additional shares, except when it is within the competence of the Bank's Supervisory Council;	The amendments were made due to changes in paragraph 6 clause 13.2 of the Bank's Charter.
5.	Paragraph 11 Clause 2.1 11) approval of annual reports and financial statements, including profit and loss statement (profit and loss account) of the Bank, as well as distribution of the Bank's profit (including payment (announcement) of dividend, excluding profit distributed in the form of annual dividend after the first quarter, after six months, and after nine months of a financial year) and loss based on the financial year results);	Paragraph 11 Clause 2.1 11) approval of annual reports and financial statements, including income statement of the Bank, as well as distribution of the Bank's profit (including payment (announcement) of dividend, excluding profit distributed in the form of annual dividend after the first quarter, after six months, and after nine months of a financial year) and loss based on the financial year results);	The amendments were made due to changes in paragraph 11 clause 13.2 of the Bank's Charter.
6.	Paragraph 13 Clause 2.1	Paragraph 13 Clause 2.1 is withdrawn, paragraph	The amendments were made due

	13) election of the Counting Board and early termination of its member mandates;	numbering has been changed from 14 – 21 to 13 – 20, respectively.	to withdrawal of paragraph 13 clause 13.2 2 of the Bank's Charter.
7.	Sub-paragraph 3 Clause 5.1 The information on the date of preparing the List of persons eligible to attend the General Shareholders Meeting shall be disclosed by the Bank not less than 5 days before such date.	Sub-paragraph 3 Clause 5.1 The information on the date of preparing the List of persons eligible to attend the General Shareholders Meeting shall be disclosed by the Bank not less than 7 days before such date.	The amendments were made due to changes in sub-paragraph 3 clause 13.6 of the Bank's Charter.
8.	Sub-paragraph 1 Clause 7.1 7.1. Shareholder(s) holding in the aggregate at least two per cent of the Bank's voting shares can propose issues to be included in the General Shareholders Meeting's agenda or nominees to be elected as the Bank's Supervisory Council, Statutory Audit Commission, or Counting Board members, with the number of nominees not exceeding the approved number of such bodies' members. Such proposals are to be submitted to the Bank within 60 days after the end of the financial year.	Sub-paragraph 1 Clause 7.1 7.1. Shareholder(s) holding in the aggregate at least two per cent of the Bank's voting shares can propose issues to be included in the General Shareholders Meeting's agenda or nominees to be elected as the Bank's Supervisory Council and Statutory Audit Commission members, with the number of nominees not exceeding the approved number of such bodies' members. Such proposals are to be submitted to the Bank within 60 days after the end of the financial year.	The amendments were made due to changes in sub-paragraph 1 clause 13.9 of the Bank's Charter.
9.		Throughout the text "auditor" is substituted with "auditing company".	The amendments were made in accordance with the new version of the Charter and paragraph 2 clause 65.3 of the Civil Code of the Russian Federation.