

NOTICE

of the possibility to exercise the preemptive right to purchase the additional ordinary registered shares of "BANK "SAINT-PETERSBURG" PUBLIC JOINT STOCK COMPANY

"BANK "SAINT-PETERSBURG" PUBLIC JOINT STOCK COMPANY (hereinafter, the Bank, the Issuer, or PJSC "Bank "Saint-Petersburg") hereby informs you that on June 20, 2017 the North West Main Department of the Central Bank of the Russian Federation registered the additional issue of shares and the prospectus for the securities of PJSC "Bank "Saint-Petersburg" to be placed through public subscription: 60,000,000 (sixty million) ordinary registered shares in book-entry form with a par value of RUB 1 (one) each (hereinafter also referred to as the Shares).

The additional issue of Shares was assigned the state registration number 10300436B.

Pursuant to articles 40, 41 of the Federal Law "On Joint Stock Companies", the Bank's shareholders have a preemptive right to purchase the number of additional ordinary registered shares placed through public subscription proportional to the number of the Bank's ordinary registered shares already held by them.

Share placement price, including the Share placement price for exercising the preemptive right to purchase:

The placement price will be determined by the Bank's Supervisory Board after the end of the preemptive right validity period and no later than the commencement date of placement of the additional Shares. The placement price for the Additional shares will be set by the Bank's Supervisory Board in the lawful currency of the Russian Federation.

The Share placement price set for the parties having the preemptive right will be the same as the placement price of the additional Shares offered to the general public.

Commencement date of share placement for the parties having the preemptive right:

The first business day following the date of disclosure by the Issuer of the details of placement price and commencement date of the additional Share placement in the news feed of Interfax information agency (hereinafter, the news feed) and on the following websites: <https://www.bspb.ru> and <http://www.e-disclosure.ru/portal/company.aspx?id=3935> (hereinafter, the Websites) made on the same day, but no later than the commencement date of securities placement. The commencement date of placement cannot be earlier than the date on which the Issuer discloses the details of state registration of the additional share issue and makes the securities prospectus available according to the procedure stipulated by the laws of the Russian Federation.

Final date of share placement for the parties having the preemptive right:

The tenth business day starting from the day following the date of disclosure by the Issuer of the details of placement price and commencement date of the additional Share placement in the news feed and on the Websites made on the same day.

Preemptive right validity period:

Effective date of the preemptive right to purchase the Shares placed (to submit the applications):

July 18, 2017.

The preemptive right will be valid for eight (8) business days from the date of disclosure of the information contained in the notice of the possibility to exercise the preemptive right to purchase the securities (hereinafter, the Preemptive Right Notice) according to the disclosure procedure described below (hereinafter, the Preemptive Right Validity Period).

Preemptive right expiry date (final date of acceptance of the applications by the Registrar): **up to and including July 27, 2017.**

Procedure for notifying the parties having the preemptive right to purchase the shares placed, of the possibility to exercise their right:

The Issuer discloses the information contained in the Preemptive Right Notice by publishing it in the news feed (as defined above) and on the Websites: <https://www.bspb.ru> (in Russian - <https://www.bspb.ru/investors/information/> and translation into English - <https://www.bspb.ru/en/investors/shareholder-centre/share-issues/>) and <http://www.e-disclosure.ru/portal/company.aspx?id=3935> (as defined above) on the same day for all sources mentioned.

The Preemptive Right Notice must be published after the state registration of the additional Shares, but no later than eight (8) business days prior to the commencement date of their placement among the parties having such preemptive right.

The Issuer sends the Preemptive Right Notice to the registrar, AO "Nezavisimaya Registratorskaya Kompaniya" (License No. 045-13954-000001 of September 06, 2002 issued by the Federal Commission for the Securities Market of Russia), to be forwarded to the nominee holder, "National Settlement Depository" Non-Bank Financial Institution Joint Stock Company (Central Depository nominee holder), having an account in the Issuer's shareholder register, to be distributed among its depositors.

Record date for the list of parties having the preemptive right to purchase the Shares being placed:

The date set according to the resolution to place the securities (to increase the share capital): **May 31, 2017** (the thirteenth day after the Bank's Supervisory Board makes the resolution to increase the Bank's share capital by placing additional shares).

Procedure for determining the number of Shares that each party having the preemptive right to purchase them is entitled to purchase:

The maximum number of additional Shares to be purchased by a party exercising the preemptive right to purchase the additional Shares, is proportionate to the number of the Bank's ordinary registered shares held by such party as of the record date for the list of parties having the preemptive right to purchase the Shares being placed (May 31, 2017, being the thirteenth day after the Supervisory Board makes the resolution to increase the Bank's share capital by placing additional shares) and is calculated according to the following formula:

$$X = K \times (60\,000\,000 / 439\,554\,000), \text{ where}$$

X – the maximum number of additional Shares to be purchased by a party having the preemptive right to purchase the Shares being placed;

K – the number of the Bank's ordinary registered shares held by the party having the preemptive right to purchase as of the record date for the list of parties having the preemptive right to purchase the Shares being placed (May 31, 2017, being the thirteenth day after the Supervisory Board makes the resolution to increase the Bank's share capital by placing additional shares);

60,000,000 (sixty million) – the number of the additional ordinary shares placed by the Bank pursuant to the Resolution to issue additional shares;

439,554,000 (four hundred and thirty nine million five hundred and fifty four thousand) – the number of the Bank's previously placed ordinary registered shares.

Should the calculation of the maximum number of the additional Shares to be purchased by a party having the preemptive right to purchase such Shares result in a fractional number, such person will be entitled to purchase a portion of the additional Share being placed (a share fraction) corresponding to the fractional part of the resulting number.

The fractional share gives its holder the rights associated with a share of the relevant category to the extent corresponding to the portion of the whole share it represents.

The fractional shares circulate alongside whole shares.

Rights to the fractional shares are recorded in the accounts of the registered parties within the registrar system without rounding.

Procedure for exercising the preemptive right to purchase the Shares being placed:

A party having the preemptive right to purchase the additional Shares is entitled to, within the validity period of the said right, exercise it in full or in part by submitting a written application to purchase the Shares being placed (hereinafter, the Application).

An Application submitted by a party having the preemptive right to purchase the Shares (hereinafter, the Applicant) within the preemptive right validity period constitutes a formal offer indicating an obligation to purchase the number of Shares stated in the Application.

The agreement under which the additional Shares are placed to a party exercising the preemptive right to purchase them is deemed to be executed after the Applicant pays for the shares being purchased according to the Application submitted to the Issuer.

Applications must be submitted by the parties having the preemptive right to purchase the Shares being placed within the preemptive right validity period.

If the Applicant is a party entered in the Issuer's shareholder register:

1) The Application must contain:

- the title "Application to Purchase the Ordinary Shares of PJSC "Bank "Saint-Petersburg" in Exercise of the Preemptive Right";

- the following details allowing to identify the Applicant:

For individuals: full name of the Applicant; passport details (date and place of birth; series, number and date of passport issue; issuing authority); place of residence.

For legal entities: full company name of the Applicant (with indication of the form of incorporation); state registration details (OGRN and/or other state registration number, date of the registration entry, registering authority); place of business;

- the Applicant's taxpayer identification number (if applicable);

- number of Shares purchased by the Applicant;

- additional information:

➤ number and details of the Applicant's account in the register of owners of the Issuer's registered securities for the subsequent transfer of the purchased Shares;

➤ mailing address or correspondence address;

- contact details: e-mail address, phone and fax numbers with area code (to be used by the Issuer to send the Application review notice (if necessary));
 - details of the bank account for possible money refund.
- 2) The Application must be submitted by sending or delivering against receipt to the Issuer's Registrar the written document signed by the party submitting the Application or, subject to the rules according to which the Issuer's Registrar keeps the register, by sending to the Issuer's Registrar the electronic document bearing a qualified electronic signature. The said rules may also provide for the signing of such electronic document with a simple or non-qualified electronic signature. In this case the electronic document signed with a simple or non-qualified electronic signature is deemed equal to the hard copy document signed by hand.

The Applications are accepted by the Issuer's Registrar, AO "Nezavisimaya Registratorskaya Kompaniya" (license for keeping a register of registered security holders No. 045-13954-000001 of September 06, 2002 issued by the Federal Commission for the Securities Market of Russia), on the days and during the time set for the Registrar's reception of shareholders/their representatives at the following addresses:

- At the headquarters
address: 18 bldg. 5B ul. Stromynka, 107076, Moscow (registered headquarters), tel. (495) 989-76-50;
- St. Petersburg Branch
address: 6 Belovodsky per., 194044, St. Petersburg, tel. (812) 401-63-12;
- AeroAvkar Branch
address: Office 1001-1, 212 A Moskovsky pr., 196066, St. Petersburg, tel. (812) 371-98-68,

as well as by the branch offices and separate subdivisions of the Issuer's Registrar indicated on the Registrar's website at: <http://nrcreg.ru/contacts/branch/default.aspx>.

The Application can also be sent by the Applicant by post to the address of the Registrar (the Registrar's branch offices and separate subdivisions) indicated above, provided the Application is delivered to the Registrar within the Preemptive Right Validity Period.

3) The Application to purchase the Shares being placed which is sent or delivered to the Registrar is deemed to be submitted to the Issuer on the date of its receipt by the Issuer's Registrar.

The Registrar keeps a ledger of the received Applications at the Application acceptance address. The Applications are registered in the ledger with indication of date and time of receipt of each Application.

If the Applicant is not a party entered in the Issuer's shareholder register:

- 1) The Applicant exercises the preemptive right by giving the relevant instructions to the person which registers his/her/its rights to the Issuer's shares. Such instructions must be given in accordance with the requirements of the securities legislation of the Russian Federation and must state the number of Shares being purchased.
- 2) The Application is deemed to be submitted to the Issuer on the date when the Issuer's Registrar receives from the nominee shareholder entered in the Issuer's shareholder register a message containing a declaration of the Applicant's intent.

It is also advisable to include the following in the Application (instructions for the person which registers the rights to the Issuer's shares held by the Applicant not registered in the Issuer's shareholder register):

1. The title "Application to Purchase the Shares of PJSC "Bank "Saint-Petersburg" in Exercise of the Preemptive Right";
2. **For individuals:** full name; passport details (date and place of birth; series, number and date of passport issue; issuing authority); place of residence; the Applicant's taxpayer identification number (if applicable);
3. **For legal entities:** full legal name of the Applicant; details of state registration of the legal entity (for Russian entities – details of state registration of the legal entity/entry in the Unified State Register of Legal Entities (date, registering authority, certificate number)); place of business. For non-resident entities: indication of whether the non-resident entity is an accredited investor in the country of its residence;
4. Account details for crediting the placed Shares: type of the registered entity (Central Depository nominee holder, nominee holder, trustee), full company name, registering authority, registration number and date of registration, details of the agreement providing legal grounds for crediting the Shares and required to identify the nominee shareholder or trustee of the owner of shares (securities account agreement, inter-depository agreement, trust agreement);
5. The Applicant's banking details for possible money refund;
6. The Applicant's contact details (e-mail address, phone and fax numbers with area code);
7. For non-resident entities: indication of whether the non-resident entity is an accredited investor in the country of its residence.

The Issuer has established the recommended form for the Application. The Application form must be published at: <https://www.bspb.ru/investors/information/> (translation into English – <https://www.bspb.ru/en/investors/shareholder-centre/share-issues/>) and <http://www.e-disclosure.ru/portal/company.aspx?id=3935> no later than the effective date of the preemptive right.

The Application must be signed by the Applicant (or the authorized representative of the Applicant with the attachment of an original or notarized copy of a duly executed power of attorney or other document confirming the representative's authorities) and, for legal entities, must bear the company seal (if applicable).

The Applicant is responsible for the accuracy of the information contained in the Application and its correspondence to the information entered in the Issuer's shareholder register, and for providing the documents required for Applicant identification.

Important notice for the shareholders:

An Application will not be eligible in any of the following cases:

- the Application does not contain the details that must be contained in it pursuant to the current legislation of the Russian Federation;
- the Application does not allow to identify the party on behalf of which the Application was submitted as a party on the list of parties having the preemptive right to purchase the additional Shares;
- the Application was received by the Issuer's Registrar after the expiry of the Preemptive Right Validity Period;
- the Application was signed by the Applicant's representative and was submitted without an original or notarized copy of a duly executed power of attorney or other documents confirming the representative's authorities;
- the documents which must be attached to the Application pursuant to the laws of the Russian Federation or subparagraph 8.3.1.1 of the Resolution concerning the additional issue of shares (hereinafter, the Resolution) were neither attached to the Application nor submitted separately (duly executed documents confirming the following was obtained (if applicable under the laws of the Russian Federation): prior consent from the Bank of Russia to the said purchase of Shares; prior consent from the federal antimonopoly authority; approval of the Share purchase transaction by the Applicant's authorised management body; as well as documents required to assess the Applicant's financial position (according to the current legislation of the Russian Federation)).

Within one business day following the date of receipt of the Application and no later than the last day of the Preemptive Right Validity Period, the Issuer's Registrar must send to the Issuer a copy of the said Application marked as registered.

The Application will be reviewed by the Issuer, following which the Issuer will no later than three (3) business days following the date of receipt of the Application by the Issuer's Registrar and no later than the last day of the Preemptive Right Validity Period send to the Applicant a written notice of whether Issuer will give effect to the Application or cannot give effect to the Application (the latter also hereinafter referred to as the Notice of Impossibility to Exercise the Preemptive Right to Purchase the Shares) stating the reasons for which the Issuer will not give effect to the Application.

The notice will be sent to the Applicants entered in the Issuer's shareholder register to the e-mail address or fax number indicated in the Application. The parties who have not indicated in the Application their e-mail address or fax number should contact the Issuer at the following address: Room 333, 64A Malookhtinsky pr., St. Petersburg (Share Capital Department) to obtain their notice of the Application being given effect to/Notice of Impossibility to Exercise the Preemptive Right to Purchase the Shares against signature on the second business day from the date the Application was submitted to the Issuer's Registrar, or call the Bank's Share Capital Department on the said day at: +7 (812) 329-50-22/329-50-00 (ext.5708). The said notice will also be sent by registered mail with delivery confirmation to the postal address indicated in the Application.

To the parties not entered in the Issuer's shareholder register the notice of the Application being given effect to/Notice of Impossibility to Exercise the Preemptive Right to Purchase the Shares will be sent by the Issuer within the indicated period through the Issuer's Registrar using the electronic document management channel (as a pdf file) to the Central Depository nominee holder, to be subsequently sent to the person which registers the Applicant's rights to the Issuer's shares. The Bank's Registrar will send such notice received from the Issuer to the Central Depository nominee holder no later than the business day following the date it was received from the Issuer and no later than the last day of the Preemptive Right Validity Period.

Having corrected the reasons for which the preemptive right cannot be exercised, the Applicant will be entitled to submit the Application again prior to the expiry of the Preemptive Right Validity Period.

Should the number of Shares being purchased indicated by the Applicant in the Application be less than the number of Shares for which payment was made within the timeframe indicated in subparagraph 8.3.1.3. of the Resolution, it will be deemed that such party has executed the preemptive right to purchase the Shares in relation to the number of Shares indicated in the Application; the Application will then be given effect to in relation to the number of Shares indicated in it, while the excessive funds will be returned by the Issuer according to the procedure described in the Resolution.

Should the number of Shares being purchased indicated by the Applicant in the Application be more than the number of Shares for which payment was made by such party, it will be deemed that such party has executed the preemptive right to purchase the Shares in relation to the whole number of Shares that have been paid for.

Should the number of Shares indicated in the Application exceed the maximum number of additional Shares to be purchased by the Applicant, and the number of Shares for which payment was made by such party be no less than the maximum number of Shares the Applicant is entitled to purchase in exercise of the preemptive right to purchase the Shares, it will be deemed that such party has executed the preemptive right to purchase the Shares in relation to the maximum number of the additional Shares to be purchased by such person in exercise of the preemptive right to purchase the Shares.

In case of partial payment for the Shares being purchased, the Issuer will execute and present to the Registrar an order for the transfer of the number of Shares which was paid for. The Issuer is entitled to refuse to perform its counter obligation to transfer the Shares which were not paid for by the Applicant. In this case the Issuer will refuse to perform the part of the Share Purchase Agreement related to the Shares which were not paid for by the Applicant, and the Agreement will be deemed amended after the Issuer presents to the Registrar its order to debit/credit the number of Shares which was paid for.

Should the amount of funds transferred to the Issuer as payment for the additional Shares purchased by the Applicant exceed the amount of funds to be paid for the Shares being purchased, the excessive funds must be repaid by bank transfer no later than five (5) business days after the expiry of the period during which the Shares being purchased must be paid for as established by subparagraph 8.3.1.3 of the Resolution, or after the relevant repayment claim is presented, whichever occurs earlier. The funds are repaid according to the banking details indicated in the Application or, if no such details are indicated, or the details indicated in the Application are different from those indicated in the repayment claim, using the banking details indicated in the repayment claim.

If no banking details for the repayment are indicated in the Application, and no repayment claim is received by the Bank within ten (10) business days following the date of expiry of the period established for the repayment of the excessive funds transferred as payment for the Shares being placed, the funds will be repaid according to the banking details indicated in the shareholder register.

The agreement under which the additional Shares are placed to a party exercising the preemptive right to purchase them is deemed to be executed after the Applicant pays for the Shares being purchased according to the Application submitted according to the procedure and within the timeframe established by subparagraph 8.3.1.3 of the Resolution.

The additional Shares being placed must be paid by the purchasers in full.

The payment for the securities being placed must be made in funds denominated in the lawful currency of the Russian Federation.

Period for payment for the Shares:

The parties having the preemptive right to purchase the Issuer's securities being placed must pay for the purchased Shares within five (5) business days from the date following the date of disclosure by the Issuer of the details of placement price and commencement date of the additional Share placement in the news feed and on the websites (as defined above) made on the same day.

Procedure for payment for the Shares and payment details:

Payment for the Shares by legal entities and non-incorporated individual entrepreneurs (resident or non-resident) must be made by bank transfer only.

Payment for the Shares by resident individuals can be made either by cash or by bank transfer. The cash intended as payment for the Shares must be deposited at the Bank's cash counter at the following address: 64A Malookhtinsky pr., 195112, Saint-Petersburg, Russian Federation. Any purchaser wishing to pay for the Shares in cash must contact the Issuer's Share Capital Department (Room 333) at the Issuer's address indicated above (weekdays only) from 10 a.m. to 6 p.m. Monday through Thursday or from 10 a.m. to 5:30 p.m. on Friday, Moscow time (no lunch break).

Non-resident individuals must pay for the Shares by bank transfer only.

The following documents must be executed when paying for the Shares being purchased:

for legal entities – payment order or any other similar document;

for individuals:

- cash receipt note – if the Shares are paid for in cash;
- Bank transfer request or any other similar document – if the Shares are paid for by bank transfer.

Payment for the additional Shares by bank transfer must be made by transferring funds to the interest-bearing account of PJSC "Bank "Saint-Petersburg", which is the corresponding account of PJSC "Bank "Saint-Petersburg" No. 3010181090000000790 with the North West Main Department of the Bank of Russia, BIC 044030790.

When indicating the purpose of payment in the payment document, it is advisable to use the following wording: "Payment for _____ (number of Shares) ordinary registered shares of PJSC "Bank "Saint-Petersburg" (state registration number of the additional issue No. 10300436B) purchased under agreement No. (number and date of the Application) from (name of the purchasing party), not subject to VAT."

The obligation to pay for the Shares being placed will be deemed to have been discharged after the funds are credited to the interest-bearing account or received at the Bank's cash counter.

No later than two (2) business days from the date of transferring funds to pay for the Shares being placed, purchasers of the additional Shares must submit to the Issuer their payment orders (or other similar documents) marked as executed as proof of payment for the Issuer's shares purchased.

Payment cannot be made in kind. Payment for the securities cannot be made in instalments.

No later than two (2) business days following the date when funds are credited to the Issuer's interest-bearing account or cash is deposited at the Issuer's cash counter to pay for the purchased Shares, and no later than two (2) business days prior to the final date of share placement for the parties having the preemptive right, the Issuer will send to the Issuer's Registrar a securities debit/credit order constituting the grounds for making a credit entry in the account of the Applicant or the Central Depository nominee holder as indicated by the Applicant in the Application. The securities will be deemed placed as of the date of entry made in the Issuer's shareholder register concerning the securities credited to the account of the party exercising the preemptive right, or to the account of the Central Depository nominee holder as indicated by the Applicant in the Application.

Should an Applicant who has a registered account in the shareholder register or a securities account with a depository be aware of any discrepancies in the details entered in the shareholder register or the depository, such Applicant must no later than one (1) business day after the date when funds are credited or cash is deposited at the Issuer's cash counter to pay for the purchased Shares make relevant corrections and updates to the details of the account in the shareholder register or the securities account with the depository.

Should the registered parties fail to provide any information concerning the changes to their details and/or required documents, it may be impossible to make a credit entry in such purchasers' accounts, and neither the Issuer nor the Issuer's Registrar will be held responsible for any related losses.

The registered versions of the Resolution concerning the additional issue of shares and the Securities Prospectus are available online at: <https://www.bspb.ru/disclosure/issue-of-securities/> and <http://www.e-disclosure.ru/portal/company.aspx?id=3935>.

The Resolution concerning the additional issue of shares and the Securities Prospectus can be reviewed by all interested parties every day (weekdays only) from 10 a.m. to 6 p.m. Monday through Thursday or from 10 a.m. to 5:30 p.m. on Friday, Moscow time (no lunch break), at the following address: room 333, 64A Malookhtinsky pr., 195112, St. Petersburg, Russian Federation (Novocherkasskaya metro station), as well as at the address of the Issuer's Registrar indicated above on the days and during the time set for the Registrar's reception of shareholders/their representatives.

Additional information for the Bank's shareholders:

Procedure for determining the results of exercising the preemptive right to purchase the Shares being placed: the results of exercising the preemptive right to purchase the additional Shares will be summarized by the Issuer's sole executive body within five (5) days after the expiry of the period of payment for the securities being placed by the parties having the preemptive right to purchase the additional Shares.

Procedure for disclosing the results of exercising the preemptive right to purchase the Shares being placed:

No later than five (5) days following the date of summarizing the results of exercising the preemptive right to purchase the additional Shares the Issuer will disclose the results of exercising the preemptive right in the news feed and on the websites on the same day.

Any questions related to the procedure for exercising the preemptive right to purchase the Shares can be addressed to:

- PJSC "Bank "Saint-Petersburg":

tel. +7 (812) 329-50-22, 329-50-00 ext.57-08, 61-20

- the Bank's Registrar, AO "Nezavisimaya Registratorskaya Kompaniya":
(495) 989-76-50; (812) 401-63-12.