

**Material fact notice
on resolutions passed by the Issuer's Board of Directors (Supervisory Council)**

1. General Information	
1.1. Issuer's full corporate name	Public Joint-Stock Company "RBC"
1.2. Issuer's short corporate name	PJSC "RBC"
1.3. Issuer's address	Moscow
1.4. Issuer's primary state registration number (OGRN)	1057746899572
1.5. Issuer's TIN	7728547955
1.6. Issuer's unique code assigned by the registration authority	56413-N
1.7. Address of the website used by the Issuer to disclose information	http://www.e-disclosure.ru/portal/company.aspx?id=24832 http://rbcholding.ru/filings.shtml
2. Contents of the notice	
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <i>Pursuant to Article 68 of Federal Law No. 208-FZ "On Joint-Stock Companies" a quorum was reached, and the Company's Board of Directors meeting was duly constituted. The Company received ballot sheets from 7 out of 7 members of the Board of Directors within the established deadline.</i></p> <p>2.2. Results of voting on agenda items: <i>On all agenda items:</i> Voted FOR: Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Irina Esipenko, Vadim Medvedev, a total of 7 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Board of Directors: <i>On agenda item 1:</i> To convene the Company's AGM in the form of a meeting (joint attendance of shareholders to discuss agenda items and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance. To approve the following: <ul style="list-style-type: none"> – Venue for the AGM and registration of AGM participants: RBC offices at 78 Profsoyuznaya St., Moscow – Date of the AGM: June 28, 2018 – AGM commencement time: 11 a.m. Moscow time – Registration of AGM participants: 10 a.m. Moscow time. <i>On agenda item 2:</i> To include the following item in the AGM's agenda in 2018: "On approval of the auditor of the Company's IFRS financial statements for 2018" with the following wording of the resolution: "To approve ZAO Deloitte & Touche CIS (OGRN 1027700425444; located at 5 Lesnaya St., Moscow 125047) as the auditor of the Company's IFRS financial statements for 2018." <i>On agenda item 3:</i> To approve the following agenda items of the Company's AGM on June 28, 2018: <ol style="list-style-type: none"> 1. On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for the reporting year of 2017. 2. On determining the number of members of the Company's Board of Directors. 3. On election of members of the Company's Board of Directors. 4. On determining the number of members of the Company's Audit and Compliance Committee. 5. On election of members of the Company's Audit and Compliance Committee. 6. On approval of the auditor of the Company's Russian accounting (financial) statements for 2018. 7. On approval of the auditor of the Company's IFRS financial statements for 2018. 8. On approval of the new edition of the Company's Articles of Association. <i>On agenda item 4:</i> To set June 4, 2018 as the record date for compiling the list of persons eligible to participate in the Company's AGM to be held on June 28, 2018. <i>On agenda item 5:</i> To approve the following list of documents (information) to be made available to shareholders ahead of the Company's AGM on June 28, 2018: <ol style="list-style-type: none"> 1. A notice on convening the Company's AGM. 2. Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses (including the payout (announcement) of dividends) for 2017. 3. Report on related-party transactions entered into by the Company in the reporting year of 2017. 4. Information on auditors. 5. Information on candidates to the Company's Board of Directors and the Audit and Compliance Committee and information on the availability of their written consent for the election to the respective body of the Company. 6. Draft of the new version of the Company's Articles of Association. 7. Draft resolutions of the Company's AGM. </p>	
<p>To ensure the access of persons eligible to participate in the AGM on June 28, 2018 to the said documents (information) on business days from 10 a.m. till 6 p.m. starting June 7, 2018 at the address: PJSC "RBC" 78 Profsoyuznaya St., building 1, room 6, suite VXIII, 1st floor, Moscow 117393 as well as during the Company's AGM on June 28, 2018.</p>	

Access to information (materials) shall be provided in accordance with the procedure stipulated by current Russian laws and the Company's Articles of Association.

On agenda item 6:

To approve the wording of the notice on holding the Company's AGM on June 28, 2018 in accordance with Schedule 1 to these Minutes, the form and wording of the ballot sheet in accordance with Schedule 2 to these Minutes, and draft resolutions of the Company's AGM in accordance with Schedule 3 to these Minutes.

On agenda item 7:

To publish the notice on holding the Company's AGM on June 28, 2018 in RBC newspaper and on the Company's website no later than June 7, 2018.

On agenda item 8:

1. To determine that ballot sheets for voting at the Company's AGM on June 28, 2018 must be sent out by registered mail to each person eligible to participate in the Company's AGM no later than June 7, 2018.
2. Completed ballot sheets can be submitted to the following addresses:
18 Stromynka St., building 13 Moscow 107996 Registrar R.O.S.T. JSC
78 Profsoyuznaya St., building 1, room 6, suite XVIII, 1st floor, Moscow 117393
3. To determine that for the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 25, 2018 shall be counted.

On agenda item 9:

To elect Anna Tyushkevich, a chairperson of the Company's Board of Directors, Chairperson of the Company's AGM on June 28, 2018.

On agenda item 10:

To approve the Regulation on holding the Company's AGM in 2018 in accordance with Schedule 4 to these Minutes.

On agenda item 11:

To recommend that on June 28, 2018 the Company's AGM resolve not distribute the Company's net losses for the reporting period of 2017; not distribute accumulated losses from previous periods; and not pay out dividends for 2017.

On agenda item 12:

To approve the Report on related-party transactions entered into by the Company in the reporting year of 2017.

On agenda item 13:

To approve the Company's annual consolidated financial statements for 2017.

On agenda item 14:

To approve a transaction between PJSC "RBC" (the Borrower) and JSC "RU-CENTER" (the Lender) - Supplementary Agreement No. 1 to Loan Agreement No. ZA-1804/1 dated 09.04.2018 (hereinafter, the "Loan Agreement") in accordance with which the Parties have agreed to restate Clause 2.7 of the Loan Agreement as follows:

"2.7 The interest shall accrue for the actual number of calendar days of the use of the Loan (part of the Loan), whereby the interest payable shall be calculated on the basis of the actual number of calendar days in the year (365 or 366, as applicable). The interest shall accrue from the date on which the money is credited to the Borrower's settlement account and shall not include the date on which the Borrower repays the loan amount (its outstanding part). In the event of an early repayment of the Loan (part of the Loan), the interest shall be calculated for the period of the actual use of the Loan (part of the Loan), commensurate with the repaid amount of the Loan (part of the Loan)."

The Supplementary Agreement shall take effect immediately upon its signing by authorized representatives of the Parties, whereby changes stipulated in Clause 1 of this Supplementary Agreement shall apply to the relationship of the Parties which commenced on the effective date of the Loan Agreement, subject to terms stipulated in Clause 7.1. of the Loan Agreement.

On agenda item 15:

To approve a transaction between PJSC "RBC" (the Borrower) and "SpaceWeb" LLC (the Lender) - Supplementary Agreement No. 1 to Loan Agreement No. SW-1804/1 dated 09.04.2018 (hereinafter, the "Loan Agreement") in accordance with which the Parties have agreed to restate Clause 2.7 of the Loan Agreement as follows:

"2.7 The interest shall accrue for the actual number of calendar days of the use of the Loan (part of the Loan), whereby the interest payable shall be calculated on the basis of the actual number of calendar days in the year (365 or 366, as applicable). The interest shall accrue from the date on which the money is credited to the Borrower's settlement account and shall not include the date on which the Borrower repays the loan amount (its outstanding part). In the event of an early repayment of the Loan (part of the Loan), the interest shall be calculated for the period of the actual use of the Loan (part of the Loan), commensurate with the repaid amount of the Loan (part of the Loan)."

The Supplementary Agreement shall take effect immediately upon its signing by authorized representatives of the Parties, whereby changes stipulated in Clause 1 of this Supplementary Agreement shall apply to the relationship of the Parties which commenced on the effective date of the Loan Agreement, subject to terms stipulated in Clause 7.1. of the Loan Agreement.

On agenda item 16:

To approve a transaction by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds indirectly more than 2% (two percent) of voting shares – Supplementary Agreement No. 1 to Loan Agreement No. ZA-1804/1 dated 09.04.2018 between JSC "RU-CENTER" and PJSC "RBC" in accordance with which the Parties have agreed to restate Clause 2.7 of the Loan Agreement as follows:

"2.7 The interest shall accrue for the actual number of calendar days of the use of the Loan (part of the Loan), whereby the interest payable shall be calculated on the basis of the actual number of calendar days in the year (365 or 366, as applicable). The interest shall accrue from the date on which the money is credited to the Borrower's settlement account and shall not include the date on which the Borrower repays the loan amount (its outstanding part). In the event of an early repayment of the Loan (part of the Loan), the interest shall be calculated for the period of the actual use of the Loan (part of the Loan), commensurate with the repaid amount of the Loan (part of the Loan)."

The Supplementary Agreement shall take effect immediately upon its signing by authorized representatives of the Parties,

whereby changes stipulated in Clause 1 of this Supplementary Agreement shall apply to the relationship of the Parties which commenced on the effective date of the Loan Agreement, subject to terms stipulated in Clause 7.1. of the Loan Agreement.

On agenda item 17:

To approve a transaction between PJSC "RBC" (the "Borrower") and Softspot Holdings Limited (the "Lender") – Loan Agreement No. 69-1710/4 dated 23.10.2017 (hereinafter, the "Loan Agreement"), in accordance with which

Parties of the transaction: Softspot Holdings Limited (the "Lender") and PJSC "RBC" (the "Borrower")

Subject of the transaction: The Lender shall grant the Borrower a loan, and the Borrower shall repay the said loan within the timeframe specified in the Loan Agreement.

Material terms of the Loan Agreement:

Loan amount: USD 3,500,000 (three million five hundred thousand U.S. dollars)

The Borrower shall repay the loan amount no later than June 14, 2022. Interest for using the loan shall accrue at 8% (eight percent) per annum.

The Loan Agreement shall take effect from the date of the Lender's provision of the first installment of the loan, which is specified in the Loan Agreement, to the Borrower's settlement account.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: ***May 24, 2018***

2.5. The date and the number of the minutes of the Issuer's Board of Directors (Supervisory Council) meeting on which the respective resolutions were passed: ***Minutes No. 116 dated May 24, 2018.***

2.6. identification features of the Issuer's securities:

type, category, series of securities: ***uncertificated registered ordinary shares;***

state registration number of the issue and date of its registration: ***state registration number of the issue is 1-02-56413-N, registration date: 01.11.2010;***

International Securities Identification Number (ISIN): ***RU000A0JR6A6.***

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 445/17/RBK dated 26.12.2017). _____

Igor Selivanov

(signature)

3.2. Date

_____ May 24, _____ 20 18

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