

Material fact notice on convening and holding the general meeting of the Issuer's participants (shareholders) and resolutions adopted by it

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
2.1. Type of the general meeting of the Issuer's participants (shareholders) (annual (ordinary), extraordinary): annual general meeting of the Company's shareholders.
2.2. Form of the general meeting of the Issuer's participants (shareholders) (meeting (joint presence) or absentee voting): meeting (joint attendance of shareholders to discuss items on the agenda and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.
2.3. Date, place, and time of the general meeting of the Issuer's participants (shareholders): June 28, 2018 PJSC "RBC's" offices at 78 Profsoyuznaya St., Moscow.
2.4. The quorum of the General Meeting of the Issuer's participants (shareholders): Persons who held a total of 265,218,098 votes, which corresponds to 72.5371% of the total votes of the persons eligible to participate in the meeting, were registered at 11 a.m. local time.
2.5. The agenda of the Issuer's general meeting of participants (shareholders):
1. On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for 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 a new edition of the Company's Articles of Association.
2.6. The results of voting on agenda items of the general meeting of the Issuer's participants (shareholders), for which the quorum was achieved, and resolutions passed by the general meeting of the Issuer's participants (shareholders):
Agenda item 1. "On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for the reporting year of 2017."
RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	265,218,098
Quorum (%)	72.5371

The quorum on this agenda item was **achieved**. Voting was done by ballot paper 1.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,972,010	99.5302
AGAINST	100	0.0000
ABSTAINED	1,245,978	0.4698

Number of shareholders who did not vote		10
Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):		0
The resolution was passed based on voting results.		
Agenda item 2. "On determining the number of members of the Company's Board of Directors."		
RESULTS OF THE VOTING:		
Number of votes held by persons eligible to participate in the general meeting.		365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.		365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.		265,218,098
Quorum (%)		72.5371
The quorum on this agenda item was achieved . Voting was done by ballot paper 2.		
Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,971,610	99.5300
AGAINST	0	0.0000
ABSTAINED	1,246,478	0.4700
Number of shareholders who did not vote		10
Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):		0
The resolution was passed based on voting results.		
Agenda item 3. "On election of members of the Company's Board of Directors."		
RESULTS OF THE VOTING:		
Number of cumulative votes held by persons eligible to participate in the meeting:		2,559,417,070
Number of cumulative votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.		2,559,417,070
Number of cumulative votes held by persons who participated in the general meeting.		1,856,526,686
Quorum (%)		72.5371
The quorum on this agenda item was achieved . Voting was done by ballot paper 3.		
N o.	Candidate's name	Number of cumulative votes
FOR - breakdown of votes by candidate		
4	Nikolay Molibog	264,010,205
3	Fulvio Conti	263,968,505
1	Anna Tyushkevich	263,965,719

7	Vadim Medvedev	263,965,705
2	Dmitry Strashnov	263,964,726
5	Boris Krasnovsky	263,964,605
6	Irina Esipenko	263,962,705
9	Elena Shupta	2,100
8	Andrey Kozhemyakin	500

Against all:	0
Abstained:	8,721,846

Number of votes that did not participate in the voting:	70
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Number of cumulative votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):	0
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The following persons were elected based on the voting results:

Nikolay Molibog, Fulvio Conti, Anna Tyushkevich, Vadim Medvedev, Dmitry Strashnov, Boris Krasnovsky, and Irina Esipenko.

Agenda item 4. "On determining the number of members of the Company's Audit and Compliance Committee."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	265,218,098
Quorum (%)	72.5371

The quorum on this agenda item was **achieved**. Voting was done by ballot paper 4.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,972,110	99.5302
AGAINST	0	0.0000
ABSTAINED	1,245,978	0.4698

Number of shareholders who did not vote	10
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Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):	0
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The resolution was passed based on voting results.

Agenda item 5. "On election of members of the Company's Audit and Compliance Committee."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010

Number of votes held by persons who participated in the general meeting.	265,218,098
Quorum (%)	72.5371
The quorum on this agenda item was achieved . Voting was done by ballot paper 5.	

No.	Candidate's name	FOR		AGAINST		ABSTAINED		INVALID	
		Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%
1	Marina Zhumaeva	263,963,607	99.5270	0	0.0000	1,251,978	0.4721	2,503	0.0009
2	Andrey Polyakov	263,963,607	99.5270	0	0.0000	1,251,978	0.4721	2,503	0.0009
3	Marina Smirnova	263,963,107	99.5268	0	0.0000	1,252,478	0.4722	2,503	0.0009
4	Rumia Musina	0	0.0000	263,963,104	99.5268	1,252,478	0.4722	2,506	0.0009

Number of votes that did not take part in the voting:	10
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The following persons were elected based on the voting results:

Marina Zhumaeva, Andrey Polyakov, and Marina Smirnova.

Agenda item 6. "On approval of the auditor of the Company's Russian accounting (financial) statements for 2018."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	265,218,098
Quorum (%)	72.5371

The quorum on this agenda item was **achieved**. Voting was done by ballot paper 6.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,971,610	99.5300
AGAINST	0	0.0000
ABSTAINED	1,246,478	0.4700

Number of shareholders who did not vote	10
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Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):	0
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The resolution was passed based on voting results.

Agenda item 7. "On approval of the auditor of the Company's IFRS financial statements for 2018."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
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Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	265,218,098
Quorum (%)	72.5371

The quorum on this agenda item was **achieved**. Voting was done by ballot paper 7.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,972,110	99.5302
AGAINST	0	0.0000
ABSTAINED	1,245,978	0.4698

Number of shareholders who did not vote	10
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Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):	0
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The resolution was passed based on voting results.

Agenda item 8. "On approval of a new edition of the Company's Articles of Association."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening, and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-6/pz-n dated February 2, 2012.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	265,218,098
Quorum (%)	72.5371

The quorum on this agenda item was achieved. Voting was done by ballot paper 8.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,971,610	99.5300
AGAINST	0	0.0000
ABSTAINED	1,246,478	0.4700

Number of shareholders who did not vote	10
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Number of votes that were not tallied as the ballots were recognized as invalid (including with regard to voting on this agenda item):	0
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The resolution was passed based on voting results.

2.7. Wordings of the resolutions passed by the general meeting:

Resolution on agenda item 1: Not to distribute the Company's net losses for the reporting period of 2017; not to distribute accumulated losses from previous periods; and not to pay out dividends for 2017.

Resolution on agenda item 2: To determine that the Company's Board of Directors shall consist of 7 (seven) members.

Resolution on agenda item 3: To elect the following persons to the Company's Board of Directors:

1. Anna Tyushkevich
2. Dmitry Strashnov
3. Fulvio Conti
4. Nikolay Molibog
5. Boris Krasnovsky
6. Irina Esipenko
7. Vadim Medvedev

Resolution on agenda item 4: To determine that the Company's Audit and Compliance Committee shall consist of 3 (three) members.

Resolution on agenda item 5: To elect the following members to the Company's Audit and Compliance Committee:

1. Marina Zhumaeva
2. Andrey Polyakov
3. Marina Smirnova

Resolution on agenda item 6: To approve Baker Tilly Rus (OGRN 1027700115409, address: 32A Khoroshevskoye Highway, Moscow 123007) as the auditor of the Company's Russian accounting (financial) statements in 2018.

Resolution on agenda item 7: 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.

Resolution on agenda item 8: To approve a new edition of the Company's Articles of Association (edition No. 11) in accordance with the Schedule to these Minutes.

2.8. Date and number of the minutes of the general meeting of the Issuer's participants (shareholders): **Minutes No. 20 dated June 28, 2017.**

2.9. 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 _____ June 28, 20 18

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