

Material Fact Notice on resolutions passed by the Issuer's Board of Directors (Supervisory Board)

1. General Information	
1.1. Issuer's full corporate name (name of non-profit organization)	RBC Open Joint-Stock Company
1.2. Issuer's short corporate name	RBC OJSC
1.3. Issuer's address	78 Profsoyuznaya St. Moscow 117393
1.4. Issuer's primary state registration number (OGRN)	1057746899572
1.5. Issuer's tax payer identification number (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 (in Russian) www.rbcholding.ru (in Russian) www.rbcholding.com (in English)

2. Contents of the Notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting 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 9 out of 9 members of the Board of Directors within the established deadline.</p>	
<p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: Convening an annual general meeting of the Company's shareholders (AGM).</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1. The resolution was passed.</p> <p>On agenda item 2: Approval of the AGM agenda.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1. The resolution was passed.</p> <p>On agenda item 3: Determining the record date for compiling the list of persons eligible to participate in the AGM.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1. The resolution was passed.</p>	

On agenda item 4:

On the Company's auditor.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 5:

Preliminary approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 8 votes, AGAINST - 1, ABSTAINED – none.

The resolution was passed.

On agenda item 6:

On recommendations on the distribution of the Company's profit and losses based on 2012 results, including the payout of dividends on the Company's shares for 2012.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 7:

Approval of the list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information).

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 8:

Approval of the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 9:

To determine the procedure and date for sending out Notices and ballot sheets to the persons eligible to

participate in the AGM of the Company, and the postal address to which completed ballot sheets can be sent.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

2.3. Contents of the resolution passed by the Issuer's board of directors (supervisory board)

On agenda item 1:

To convene an AGM. To hold the AGM in the form of a meeting (joint attendance of shareholders to discuss issues on the meeting's agenda and adopt resolutions on motions put to vote) with ballot sheets distributed in advance.

To approve the following venue for the AGM and registration of AGM participants: RBC's offices at 78 Profsoyuznaya Street, RBC OJSC offices.

AGM date: June 27, 2013.

AGM commencement time: 11 a.m.

Beginning of registration for AGM participants: 10 a.m.

To approve the cost estimate for holding the AGM (in accordance with Schedule 1 to Minutes of the meeting of the Board of Directors).

On agenda item 2:

1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results.

2. Distribution of the Company's profit and losses based on 2012 results, including the payout of dividends on the Company's shares for 2012.

3. Approval of the Company's auditor.

4. Election of members of the Audit and Compliance Committee of the Company.

5. Election of members of the Board of Directors of the Company.

6. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

On agenda item 3:

To instruct the specialized registrar Computershare Registrar CJSC to compile the list of persons eligible to participate in the AGM based on the Company's shareholders register as of May 23, 2013 (end of business day).

On agenda item 4:

To recommend to the AGM to approve Grant Thornton as RBC OJSC's 2013 auditor.

On agenda item 5:

To approve preliminary the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results and recommend them for approval by the AGM.

On agenda item 6:

To recommend to the AGM not to distribute the Company's profit and losses based on 2012 results, including not to pay out dividends on the Company's shares for 2012.

On agenda item 7:

To approve the following list of documents (information) to be made available to shareholders ahead of the AGM

and the procedure for disclosing such documents (information):

- 1) Notice of the Company's AGM;
- 2) 2012 Annual Report of the Company;
- 3) Report of the Audit and Compliance Committee on the accuracy of data contained in the Company's annual report, as well as the Audit and Compliance Committee's report based on the results of the audit of the Company's annual financial statement for 2012;
- 4) Annual financial statement, including the income statement (profit and loss accounts) of the Company for 2012;
- 5) Auditor's report issued by an independent auditor – Grant Thornton;
- 6) Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses based on 2012 results, including the payout of dividends on the Company's shares for 2012;
- 7) An assessment of the report issued by the Company's independent auditor Grant Thornton by the Audit and Compliance Committee of the Board of Directors of RBC OJSC;
- 8) Information on candidates for the Company's auditor (Grant Thornton);
- 9) Information on candidates for the Company's Board of Directors, Audit and Compliance Committee;
- 10) Information on the availability/lack of a written consent of nominated candidates for appointment to the respective body of the Company;
- 11) Draft resolutions of the Company's AGM;

To ensure access of shareholders to the abovementioned information between 10 a.m. and 6 p.m. on business days, starting from June 6, 2013, at the following address: 78 Profsoyuznaya St., Moscow.

The materials shall be provided to shareholders in accordance with the procedure stipulated by Russian law and the Company's Articles of Association.

On agenda item 8:

To approve the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.

On agenda item 9:

1. To publish the announcement on holding the AGM in the RBC Daily newspaper no later than May 27, 2013.
2. To send out ballot sheets and the announcement on holding the AGM by registered mail to each person eligible to participate in the annual general meeting of the Company's shareholders no later than June 6, 2013.
3. Completed ballot sheets can be submitted to the following addresses:
9 Ivana Franko St., Moscow, Russia 121108, Computershare Registrar;
78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC.
4. For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 24, 2013 shall be counted.
- 2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **May 23, 2013.**
- 2.5. Date and number of the minutes of the Issuer's board of directors (supervisory board) meeting at which the above-mentioned resolution was passed: **May 24, 2013, Minutes No. 58.**

3. Signature

3.1. General Director _____ Sergey Lavrukhin
RBC OJSC (signature)

3.2. Date: May 24, 2013 Seal