

RBC

OPEN JOINT-STOCK COMPANY

78 Profsoyuzna St., Moscow 117393; Tel. (495) 363-11-11; Fax (495) 363-11-46
TIN 7728547955/KPP 772801001, OGRN 1057746899572

NOTICE

of an annual general meeting of shareholders of RBC Open Joint-Stock Company
(hereinafter, the “Company”)

Dear shareholder,

This is to notify you that the Board of Directors of the Company has adopted a decision to convene an extraordinary general meeting of shareholders in accordance with the Company’s Articles of Association (hereinafter, the “Annual General Meeting (AGM)”).

Address for the meeting to be held on June 26, 2014 at: 78 Profsoyuznaya St., Moscow 117393, RBC OJSC.

Time of the AGM: 11 a.m.

Beginning of registration for persons eligible to participate in the AGM: 10 a.m. on June 26, 2014 at the AGM venue.

The list of persons eligible to participate in the AGM was compiled based on the shareholder register as of May 30, 2014 (the end of the day).

Form of the AGM: meeting (joint attendance of shareholders to discuss items on the agenda of the General Meeting and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.

Meeting agenda:

1. Approval of a new version of the Company’s Articles of Association (version No. 7).
2. Approval of a new version of the Regulations on the Company’s General Meeting of Shareholders.
3. Approval of a new version of the Regulations on the Company’s Board of Directors.
4. Approval of the Company’s annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.
5. Distribution of the Company’s profit and losses based on 2013 results, including the payout of dividends on the Company’s shares for 2013.
6. Approval of the Company’s auditor.
7. Election of members of the Audit and Compliance Committee of the Company.
8. Election of members of the Board of Directors of the Company.
9. 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.

A shareholder arriving for registration and participation in the General Meeting shall receive the following documents:

- Shareholder-individual: a passport or any other form of ID that is acceptable in accordance with applicable Russian laws;
- Shareholder's proxy: passport or any other form of ID that is acceptable in accordance with the applicable Russian laws and duly executed power of attorney granting the right to participate in the General Meeting;
- Shareholder – legal entity's proxy: passport or any other form of ID that is acceptable in accordance with applicable Russian laws and duly executed power of attorney granting the right to participate in the General Meeting. In the event that a person participating in the General Meeting on behalf of an organization without a proxy, such person should present duly executed and certified documents confirming that person's appointment to the position.

In the event that a shareholder is unable to attend the General Meeting at its venue, the shareholder may participate in the voting at the General Meeting by submitting completed a ballot sheet in person or by mailing it to the following addresses:

- 78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC
- 8 Ivana Franko St., Moscow, Russia 121108, Computershare Registrar CJSC (RBC OJSC);

For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 23, 2014 shall be counted.

Information subject to disclosure to shareholders in preparation for the General Meeting shall be made available starting from June 5, 2014 at the following address: 78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC

For more information, please call: (495) 363-11-11

**Sincerely yours,
RBC OJSC Board of Directors**