

**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
1.8. Date of the event (material fact), about which the notice was drawn up (if appropriate)	February 11, 2019
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 is authorized to pass resolutions on all agenda items of the meeting. 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: On all agenda items: 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 Issuer's Board of Directors: On agenda item 1: To approve the wording of a resolution passed by PJSC "RBC," the sole member of GMS LLC: "To approve a transaction between GMS LLC and Softspot Holdings Limited - Loan Agreement No. 71-1812/72- dated 28.12.2018 (hereinafter, the "Agreement"), in accordance with which <u>The Parties of the transaction:</u> Softspot Holdings Limited (the "Lender") and GMS LLC (the "Borrower") <u>Subject:</u> The Lender shall grant the Borrower a loan, and the Borrower shall repay the said loan within the timeframe specified in the Agreement. <u>Loan amount:</u> RUB 250,000,000 (two hundred fifty million rubles). <u>Loan purpose:</u> financing current assets <u>Other material terms of the Agreement:</u> The Lender may provide the loan in installments and the loan shall be deemed granted at the time when monetary funds are credited to the Borrower's settlement account. The Borrower shall repay the loan amount no later than June 14, 2022. Interest for using the loan shall accrue at 8% per annum. For the purpose of calculating the amount of accrued interest, the day of loan provision shall be included in the calculation, and the day of loan (respective part thereof) repayment shall be excluded. In the event of partial loan repayment, accrued interest shall be paid concurrently with the repayment of the outstanding amount. The Agreement shall take effect immediately upon its signing by the Parties and remain in effect until the Parties have discharged their obligations in full." On agenda item 2: To approve that a representative of PJSC "RBC" votes "FOR" on the following agenda items of the extraordinary general meeting of "RBK Online" LLC members. <u>On the agenda item:</u> "On premature termination of the powers of "RBK Online" LLC's General Director" with the following wording of the resolution: "To terminate prematurely the powers of "RBK Online" LLC's General Director Maxim Gruzdev effective from February 11, 2019 (the last working day) по его инициативе на основании поданного им заявления. <u>On the agenda item:</u> "On election of the General Director of "RBK Online" LLC" with the following wording of the resolution: "Effective from February 12, 2019, to elect Yuri Shumilov General</p>	

Director of "RBK Online" LLC to serve a three-year term in a concurrent position."

On the agenda item: "On approval of the employment agreement terms with the General Director of "RBK Online" LLC and determining the amount of remuneration, bonuses, and compensation payable to the General Director of "RBK Online" LLC"

with the following wording of the resolution: "To approve the terms of the Employment Agreement with the General Director of "RBK Online" LLC Yuri Shumilov as per the presented draft and to determine the amount of remuneration, bonuses, and compensation payable to the Company's General Director Yuri Shumilov as per the terms of his Employment Agreement.

To instruct PJSC "RBC," a member of the Company, to sign the approved version of the Employment Agreement with the General Director of "RBK Online" LLC Yuri Shumilov on behalf of "RBK Online LLC."

On agenda item 3:

To approve the wording of a resolution passed by PJSC "RBC," the sole shareholder of JSC "ROSBUSINESSCONSULTING": "JSC "ROSBUSINESSCONSULTING" to participate in the extraordinary general meeting of CNews.ru LLC's members as its member and to instruct JSC "ROSBUSINESSCONSULTING's" proxy to vote "FOR":

On the agenda item: "On premature termination of the powers of CNews.ru LLC's General Director"

with the following wording of the resolution: "To terminate prematurely the powers of CNews.ru LLC's General Director Eduard Erkola effective from February 11, 2019 (the last working day) at the request submitted by the Company's General Director."

On the agenda item: "On election of CNews.ru LLC's General Director"

with the following wording of the resolution: "Effective from February 12, 2019, to elect Igor Selivanov General Director of CNews.ru LLC to serve a three-year term in a concurrent position."

On the agenda item: "On approval of the employment agreement terms with the General Director of CNews.ru LLC and determining the amount of remuneration, bonuses, and compensation payable to the General Director of CNews.ru LLC"

with the following wording of the resolution: "To approve the terms of the Employment Agreement with the General Director of CNews.ru LLC Igor Selivanov as per the presented draft and to determine the amount of remuneration, bonuses, and compensation payable to the Company's General Director Igor Selivanov as per the terms of his Employment Agreement.

To instruct JSC "ROSBUSINESSCONSULTING," a member of the Company, to sign the approved version of the Employment Agreement with the General Director of CNews.ru LLC Igor Selivanov on behalf of CNews.ru LLC."

On agenda item 4:

To approve of the Company's General Director Nikolay Molibog holding a concurrent position as a member in "NCR" LLC's Board of Directors.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: ***February 8, 2019***

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. 125 dated February 11, 2019.***

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 33/19/rbk dated 01.01.2019)

Igor Selivanov

(signature)

3.2. Date _____ February 11, 20 19 -

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