

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, Russia
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 board) meeting The Board of Directors meeting was attended by 8 out of 9 members of the Board of Directors. The meeting was quorate, and members of the Board of Directors were eligible to adopt resolutions on all items of the agenda.</p>	
<p>2.2 Results of voting on agenda items:</p> <p>On agenda item 1: On recommending that the Company's Board of Directors approve a new version of the Regulations on the Company's General Meeting of Shareholders. Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes. AGAINST: none. ABSTAINED: none Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 2: On recommending that the Company's Board of Directors approve a new version of the Regulations on the Company's Board of Directors. Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes. AGAINST: none. ABSTAINED: none Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 3: On recommending that the Company's General Meeting of Shareholders approve a new version of the Regulations on the Company's Audit and Compliance Committee. Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes. AGAINST: none. ABSTAINED: none Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 4: Convening an annual general meeting of the Company's shareholders (AGM). Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes. AGAINST: none. ABSTAINED: none</p>	

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 5:

Approval of the AGM agenda.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 6:

Determining the record date for compiling the list of persons eligible to participate in the AGM.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 7:

On the Company's auditor.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 8:

Preliminary approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 9:

On recommendations on the distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 10:

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, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 11:

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, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.

AGAINST: none. ABSTAINED: none

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 12:

Determining 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, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina

Salnikova, Elena Myasnikova, Sergey Podsypanin, Jurijs Adamovics, - a total of 8 votes.
AGAINST: none. ABSTAINED: none
Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

2.3 Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

To recommend that the Company's General Meeting of Shareholders approve a new version of the Regulations on the Company's General Meeting of Shareholders in accordance with Schedule No. 1 to Minutes of the meeting of the Company's Board of Directors.

On agenda item 2:

To recommend that the Company's General Meeting of Shareholders approve a new version of the Regulations on the Company's Board of Directors in accordance with Schedule No. 2 to Minutes of the meeting of the Company's Board of Directors.

On agenda item 3:

To recommend that the Company's General Meeting of Shareholders approve a new version of the Regulations on the Company's Audit and Compliance Committee in accordance with Schedule No. 3 to Minutes of the meeting of the Company's Board of Directors.

On agenda item 4:

To convene an AGM in the form of a 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. 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 26, 2015.
- 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 No. 4 to Minutes of the meeting of the Board of Directors).

On agenda item 5:

To approve the following agenda items for the Company's AGM:

1. Approval of the Regulations on the Company's General Meeting of Shareholders.
2. Approval of the Regulations on the Company's Board of Directors.
3. Approval of the Regulations on the Company's Audit and Compliance Committee.
4. Approval of the new version of the Company's Articles of Association (version No. 8).
5. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.
6. Distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.
7. Approval of the Company's auditor.
8. Election of members of the Audit and Compliance Committee of the Company.
9. Election of members of the Board of Directors of the Company.

On agenda item 6:

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 24, 2015 (end of business day).

On agenda item 7:

Taking into account the recommendation of the Audit and Compliance Committee (minutes No. 6 dated April 30, 2015) (attached), to recommend to the AGM to approve Grant Thornton as RBC OJSC's 2015 auditor.

On agenda item 8:

To approve preliminary the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results and recommend them for approval by the AGM.

On agenda item 9:

To recommend to the AGM to approve the following resolution:

"1. Not to distribute profit and losses of the Company based on 2014 results.

2. Not to pay out dividends on the Company's ordinary shares for 2014.

On agenda item 10:

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) Draft of the Company's 2014 Annual Report;

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 2014;

4) Annual financial statement, including the income statement (profit and loss accounts) of the Company for 2014.

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 2014 results, including the payout of dividends on the Company's shares for 2014;

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.

12) Draft of the new version of the Regulations on the Company's General Meeting of Shareholders.

13) Draft of the new version of the Regulations on the Company's Board of Directors.

14) Draft of the new version of the Regulations on the Company's Audit and Compliance Committee.

15) Draft of the new version of the Company's Articles of Association.

To ensure access of shareholders to the abovementioned information between 10 a.m. and 6 p.m. on business days, starting from June 5, 2014, 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 11:

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 12:

"1. To publish the announcement on holding the AGM in the RBC newspaper (previously known as RBC Daily) no later than May 26, 2015.

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 5, 2015.

3. Completed ballot sheets can be submitted to the following addresses:

• **Computershare Registrar, 8 Ivana Franko St., Moscow 121108;**

• **RBC OJSC, 78 Profsoyuznaya Street, Moscow 117393.**

4. For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 23, 2015 shall be counted.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **May 13, 2015.**

2.5 The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes No. 82 dated May 13, 2015.**

3. Signature

3.1. RBC OJSC General Director

(signature)

Nikolay Molibog

3.2 Date: May 13, 2015

Seal