

**Material fact notice  
on resolutions passed by the Issuer's Board of Directors (Supervisory Council)**

| 1. General Information  |  |
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| 1.1. Issuer's full corporate name   | <b>RBC Public Joint-Stock Company</b>  |
| 1.2. Issuer's short corporate name  | <b>RBC PJSC</b>  |
| 1.3. Issuer's address   | <b>Moscow</b>  |
| 1.4. Issuer's primary state registration number (OGRN)  | <b>1057746899572</b>   |
| 1.5. Issuer's TIN   | <b>7728547955</b>  |
| 1.6. Issuer's unique code assigned by the registration authority  | <b>56413-N</b>   |
| 1.7. Address of the website used by the Issuer to disclose information  | <a href="http://www.e-disclosure.ru/portal/company.aspx?id=24832">http://www.e-disclosure.ru/portal/company.aspx?id=24832</a><br><a href="http://rbcholding.ru/filings.shtml">http://rbcholding.ru/filings.shtml</a> |
| 2. Contents of the notice   |  |
| <p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting:<br/><b><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 meeting was duly constituted. The Company received ballot sheets from 6 out of 7 members of the Board of Directors within the established deadline.</i></b></p> <p>2.2. Results of voting on agenda items:<br/><b><i>On all agenda items:</i></b><br/>Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Sergey Podsypanin, Dmitry Razumov, Dmitry Usanov, a total of 6 votes.<br/>AGAINST: none.<br/>ABSTAINED: none.<br/>Total: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Board of Directors:<br/><b><i>On agenda item 1:</i></b><br/>To approve the Company's annual consolidated financial statement for 2016.<br/><b><i>On agenda item 2:</i></b><br/>To hire Deloitte &amp; Touche CIS Closed Joint-Stock Company (OGRN 1027700425444, having its address at 5 Lesnaya St., Moscow, 125047, as an independent consultant, to audit the Company's financial statement for 2017 under International Financial Reporting Standards (IFRS) and approve that the payment for its services will amount to no more than RUB 11,906,200 (eleven million nine hundred six thousand two hundred rubles) including VAT (18%), of which<br/>- no more than RUB 2,466,200 (two million four hundred sixty six thousand two hundred rubles) is for a review of the interim consolidated financial report as of June 30, 2017;<br/>- no more than RUB 9,440,000 (nine million four hundred forty thousand rubles) is for the audit of the consolidated financial report for 2017.<br/><b><i>On agenda item 3:</i></b><br/>To approve the payment for the services of Baker Tilly Rus JSC, the auditor of RBC PJSC, in 2017 at no more than RUB 1,062,000 (one million sixty-two thousand rubles), including VAT (18%).<br/><b><i>On agenda item 4:</i></b><br/>To approve the wording of a resolution passed by RBC PJSC, the sole shareholder of Rosbusinessconsulting CJSC:<br/>"1. To use part of Rosbusinessconsulting CJSC's 2016 profit in the amount of RUB 16,240,000 to cover past years' losses.<br/>2. Not to pay out dividends on Rosbusinessconsulting CJSC's shares for 2016.<br/><b><i>On agenda item 5:</i></b><br/>to approve the resolution of RBC PJSC, the sole shareholder of RBC Media LLC, to approve RBC Media LLC's interim liquidation balance sheet in accordance with the draft provided to the Board.<br/><b><i>On agenda item 6:</i></b><br/>"1. to approve that the Company will take part in the AGM of Public Library JSC, in which the Company owns shares, on June 23, 2017.<br/>2. to instruct the Company's representative to vote for agenda item: "On the distribution of profit/losses, including the payout of Public Library JSC's dividends for 2016,"<br/><u>with the following wording of the resolution:</u> not to distribute the profit of Public Library JSC due to a loss in 2016; not to pay out the dividends on Public Library JSC's shares for 2016.<br/><b>to vote FOR.</b><br/><b><i>On agenda item 7:</i></b><br/>To set August 6, 2017 as the record date for the acceptance of nominations from the Company's shareholders for the election to the Company's Board of Directors and the Audit and Compliance Committee at the extraordinary general meeting of the Company's shareholders on September 6, 2017.</p> <p>2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant</p> |  |

resolution was passed: **July 24, 2017.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Council) were taken and the number of the minutes: **Minutes 103 dated July 24, 2017.**

3. Signature

3.1. Attorney-In-Fact

(Power of Attorney No. 465/14/rbk dated 26.12.2014)

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(signature)

Igor Selivanov

3.2. Date

\_\_\_\_ July 24, \_\_\_\_ 20 17

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