

**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)	May 24, 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 6 out of 7 members of the Board of Directors within the established deadline.</i></p> <p>2.2. Results of voting on agenda items: <i>On all agenda items:</i> Voted FOR: Anna Tyushkevich, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Irina Esipenko, Vadim Medvedev, a total of 6 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Issuer's Board of Directors: <i>On agenda item 1:</i> To convene the Company's AGM in the form of a meeting (joint attendance of shareholders to discuss agenda items 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 offices at 78 Profsoyuznaya St., Moscow – Date of the AGM: June 28, 2019 – AGM commencement time: 11 a.m. Moscow time – Registration of AGM participants: 10 a.m. Moscow time</p> <p><i>On agenda item 2:</i> To include the following item in the AGM's agenda in 2019: "On approval of the auditor of the Company's IFRS financial statements for 2019" with the following wording of the resolution: "To approve Joint Stock Company "KPMG" (OGRN 1027700125628; place of business: 16 Olimpiysky Avenue, building 5, room 24E, suite I, 3rd floor, Moscow 129110) as the auditor of the Company's IFRS financial statements for 2019."</p> <p><i>On agenda item 3:</i> To approve the following agenda items of the Company's AGM on June 28, 2019: 1. On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for the reporting year of 2018. 2. On determining the number of members of the Company's Board of Directors. 3. On election of members of the Company's Board of Directors. 4. On determining the number of members of the Company's Audit and Compliance Committee. 5. On election of members of the Company's Audit and Compliance Committee. 6. On approval of the auditor of the Company's Russian accounting (financial) statements for 2019. 7. On approval of the auditor of the Company's IFRS financial statements for 2019.</p> <p><i>On agenda item 4:</i> To set June 3, 2019 as the record date for compiling the list of persons eligible to participate in the Company's AGM to be held on June 28, 2019.</p> <p><i>On agenda item 5:</i> To approve the following list of documents (information) to be made available to shareholders ahead of the Company's AGM on June 28, 2019: 1. A notice on convening the Company's AGM. 2. Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses (including the payout (announcement) of dividends) for 2018. 3. Report on related-party transactions entered into by the Company in the reporting year of 2018. 4. Information on auditors. 5. Information on candidates to the Company's Board of Directors and the Audit and Compliance Committee and information on the availability of their written consent for the election to the respective body of the Company. 6. Draft resolutions of the Company's AGM.</p> <p>To ensure access of persons eligible to participate in the AGM on June 28, 2019 to the said documents (information) on business days from 10 a.m. until 6 p.m. starting June 6, 2019 at the following address: PJSC "RBC,"78 Profsoyuznaya St., building 1, room 6, suite VVIII, 1st floor, Moscow 117393, as well as during the Company's AGM on June 28, 2019. Access to information (materials) shall be provided in accordance with the procedure stipulated by applicable Russian laws and the</p>	

Company's Articles of Association.

On agenda item 6:

To approve the wording of the notice on holding the Company's AGM on June 28, 2019 in accordance with Schedule No. 1 to these Minutes, the form and wording of the ballot sheet in accordance with Schedule No. 2 to these Minutes, and draft resolutions of the Company's AGM in accordance with Schedule No. 3 to these Minutes.

On agenda item 7:

To publish the notice on holding the Company's AGM on June 6, 2019 in RBC newspaper and on the Company's official website no later than June 6, 2019.

On agenda item 8:

1. To determine that ballot sheets for voting at the Company's AGM on June 28, 2019 must be sent by registered mail to each person eligible to participate in the Company's AGM no later than June 25, 2019.
2. To determine that completed ballot sheets can be submitted to the following addresses:
 - VTB Registrar JSC, p.o. box 54, Moscow 127137
 - PJSC "RBC," 78 Profsoyuznaya St., building 1, room 6, suite XVIII, 1st floor, Moscow 117393
3. To determine that for the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 25, 2019 shall be counted.

On agenda item 9:

To elect Anna Tyushkevich, chairperson of the Company's Board of Directors, Chairperson of the Company's AGM on June 28, 2019.

On agenda item 10:

To approve the Regulation on holding the Company's AGM in 2019 in accordance with Schedule No. 4 to these Minutes.

On agenda item 11:

To recommend that on June 28, 2019 the Company's AGM resolve not to distribute the Company's net losses for the reporting period of 2018; not to distribute accumulated losses from previous periods; and not to pay out dividends for 2018.

On agenda item 12:

To approve the Report on related-party transactions entered into by the Company in the reporting year of 2018.

On agenda item 13:

To approve the Company's annual consolidated financial statements for 2018.

On agenda item 14:

To approve a transaction between PJSC "RBC's" subsidiaries, in which it holds directly or indirectly more than 2% (two percent) participatory interest in their authorized capital - Loan Agreement No. 63-1904/3 (hereinafter, the "Agreement") between Loveplanet LLC and GMS LLC on the following terms:

The Parties of the transaction:

Loveplanet LLC (the "Lender") and GMS LLC (the "Borrower").

Subject of the transaction:

The Lender shall grant the Borrower a loan, and the Borrower shall repay the said loan within the timeframe specified in the Agreement.

Material terms of the Agreement:

Loan amount: RUB 120,000,000.00 (one hundred twenty million and 00/100 rubles).

The Borrower shall repay the loan amount no later than December 31, 2022.

Interest for using the loan shall accrue at 8% per annum.

The Lender shall be entitled to provide the loan in installments. The loan shall be deemed granted at the time when monetary funds are credited to the Borrower's settlement account. The Borrower shall be entitled to repay the loan early and in installments. The loan shall be deemed repaid at the time when monetary funds are credited to the Lender's settlement account. The Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 15:

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.

On the agenda item: "On adopting the resolution of "RBK Online" LLC, the sole member of BusinessPress LLC," with the following wording of the resolution:

- "1. Effective from July 1, 2019, to elect Anatoly Novgorodov General Director of BusinessPress LLC to serve a three-year term.
2. To approve the terms of the Employment Agreement with the General Director of BusinessPress LLC Anatoly Novgorodov and to determine the amount of remuneration, bonuses, and compensation payable to BusinessPress LLC's General Director Anatoly Novgorodov as per the presented draft.
3. To instruct the sole member of BusinessPress LLC — "RBK Online" LLC — to sign the approved version of the Employment Agreement with BusinessPress LLC's General Director Anatoly Novgorodov on behalf of BusinessPress LLC."

On agenda item 16:

On approval of a transaction between PJSC "RBC" and Softspot Holdings Limited - Loan Agreement No. 69-1904/1 dated 24.04.2019. (hereinafter, the "Agreement"), in accordance with which

The Parties of the transaction:

Softspot Holdings Limited (the "Lender") and PJSC "RBC" (the "Borrower").

Loan amount:

USD 3,500,000 (three million five hundred thousand U.S. dollars).

Loan purpose:

To use it to transfer interest to the settlement account of E.M.I.S. FINANCE B.V. under the Loan Agreement dated 27.04.2010.

Other material terms of the Agreement:

The Lender shall provide the loan amount no later than April 25, 2019.

The Borrower shall repay the loan amount no later than June 14, 2022.

Interest for using the loan shall accrue at 0.35% 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 Loan Agreement shall take effect immediately upon loan provision and remain in effect until the Parties have discharged their obligations in full.

On agenda item 17:

To approve a transaction between PJSC "RBC" (the "Borrower") and RU-CENTER Group LLC (the "Lender") – Supplementary Agreement No. 2 to Loan Agreement No. 69-1610/3- dated October 25, 2016 (hereinafter, the "Agreement") in accordance with which the Parties have agreed to amend the Agreement, specifically:

1.1. to amend Clause 1.1. of the Supplementary Agreement to read as follows:

"1.1. Pursuant to the Agreement, the Lender shall provide the Borrower with a RUB 55,000,000 (fifty five million ruble) loan (hereinafter, the "Loan Amount") (VAT not applicable) for a period until December 31, 2022, and the Borrower shall repay the said Loan Amount within the timeframe stipulated in the Agreement and pay interest set out in the Agreement."

1.2. to amend Clause 1.4. of the Supplementary Agreement to read as follows:

"1.4. The loan maturity date shall be December 31, 2022 (inclusive)."

1.3. to amend Clause 2.3. of the Supplementary Agreement to read as follows:

"2.3. The Borrower shall repay the Loan Amount indicated in the Agreement in full and pay interest on the loan no later than December 31, 2022 (inclusive)."

The Supplementary Agreement shall come into effect from the date indicated in its top right corner.

On agenda item 18:

To approve a transaction to be entered into by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in the authorized capital – Supplementary Agreement No. 2 to Loan Agreement No. 69-1610/3- dated October 25, 2016 (hereinafter, the "Agreement") between RU-CENTER Group LLC (the "Lender") and PJSC "RBC" (the "Borrower") in accordance with which the Parties have agreed to amend the Agreement, specifically:

1.4. to amend Clause 1.1. of the Supplementary Agreement to read as follows:

"1.1. Pursuant to the Agreement, the Lender shall provide the Borrower with a RUB 55,000,000 (fifty five million ruble) loan (hereinafter, the "Loan Amount") (VAT not applicable) for a period until December 31, 2022, and the Borrower shall repay the said Loan Amount within the timeframe stipulated in the Agreement and pay interest set out in the Agreement."

1.5. to amend Clause 1.4. of the Supplementary Agreement to read as follows:

"1.4. The loan maturity date shall be December 31, 2022 (inclusive)."

1.6. to amend Clause 2.3. of the Supplementary Agreement to read as follows:

"2.3. The Borrower shall repay the Loan Amount indicated in the Agreement in full and pay interest on the loan no later than December 31, 2022 (inclusive)."

The Supplementary Agreement shall come into effect from the date indicated in its top right corner.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **May 23, 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. 131 dated May 24, 2019.**

2.6. Identification attributes of the shares whose holders are entitled to take part in the Issuer's AGM:

type, category, series of securities: **uncertificated registered ordinary shares;**

state registration number of the issue and date of its registration: **state registration number of the issue is 1-02-56413-N, registration date: 01.11.2010;**

International Securities Identification Number (ISIN): **RU000A0JR6A6.**

3. Signature

3.1. Представитель по доверенности

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

Igor Selivanov

(signature)

3.2. Date _____ May 24, _____ 20 19

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