

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)	July 09, 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 the 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. 6 out of 7 members of the Board of Directors participated in the Board of Directors' meeting.</i></p> <p>2.2. Results of voting on agenda items: On all agenda items: Voted FOR: Anna Tyushkevich, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Vadim Medvedev, Yuri Shumilov, 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: On agenda item 1: To elect Anna Tyushkevich Chairman of the Company's Board of Directors. On agenda item 2: To elect Dmitry Strashnov Deputy Chairman of the Company's Board of Directors. On agenda item 3: To appoint Natalya Korotkova Secretary of the Company's Board of Directors. On agenda item 4: To elect to the Audit Committee of the Company's Board of Directors the following persons: Chairman of the Committee: Vadim Medvedev. Members of the Committee: 1. Anna Tyushkevich; 2. Boris Krasnovsky. On agenda item 5: To elect to the Human Resources and Remuneration Committee of the Company's Board of Directors the following persons: Chairman of the Committee: Boris Krasnovsky Members of the Committee: 1. Anna Tyushkevich; 2. Yuri Shumilov. On agenda item 6: 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 approval of a resolution of the sole shareholder of JSC "RBC-TV"" with the following wording of the resolution: 1. Effective from August 6, 2019, to elect Timofey Shcherbakov General Director of JSC "RBC-TV" for a three-year term in a concurrent position. 2. To approve the terms of the Employment Agreement with the General Director of JSC "RBC-TV" Timofey Shcherbakov as per the presented draft and to determine the amount of remuneration, bonuses, and compensations payable to the General Director of JSC "RBC-TV" Timofey Shcherbakov as per the terms of his Employment Agreement. 3. To instruct "RBK Online" LLC, the sole shareholder of JSC "RBC-TV," to sign the approved version of the Employment Agreement with the General Director of JSC "RBC-TV" Timofey Shcherbakov on behalf of JSC "RBC-TV."</p>	

4. To approve the General Director of JSC "RBC-TV" Timofey Shcherbakov holding a concurrent position as a member of the Presidium of Foundation for Assistance for Internet Technologies and Infrastructure Development.

On agenda item 7:

To approve a transaction between PJSC "RBC" (the Borrower) and JSC "Sotol Project" (the Assignee) - Supplementary Agreement to Loan Agreement No. 69-1710/4 dated 23.10.2017 (hereinafter, the "Agreement"), in accordance with which the Parties have agreed to amend the terms for the repayment of the loan and interest accrued on the loan amount by adding Clause 2.6 to the Agreement to read as follows:

"2.6. The Borrower shall repay the loan and interest accrued on the loan amount in Russian rubles at the exchange rate set by the Central Bank of Russia as of the payment date."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 8:

To approve a transaction between PJSC "RBC" (the Lessee) and JSC "V.S. Semenikhin Scientific Research Institute of Automatic Equipment" (the Lessor) - Supplementary Agreement No. 424/6 to Lease Agreement No. D-424/32fpe dated 01.11.2017 (hereinafter, the "Agreement"), in accordance with which the Parties have agreed:

1. To amend the Lease Agreement No. D-424/32fpe dated 01.11.2017 (hereinafter, the "Agreement") as follows:

1.1 To reword Clause 3.1 of the Agreement as follows:

"The rent amount shall consist of a fixed payment (fixed part) of RUB 1,790,860.15 (one million seven hundred ninety thousand eight hundred sixty and 15/100 rubles) per month, including a 20% VAT of RUB 298,476.69 (two hundred ninety eight thousand four hundred seventy six and 69/100 rubles), and a variable payment (variable part) equal to the cost of utility services: heating, water supply, sewerage, and electricity consumed by the Lessee during this period. The amount of the variable payment shall be specified in a bill to be issued by the Lessor and to include the Lessor's calculations based on the meter reading (electricity, gas, water) statements signed by the Parties as of the 1st day of each month and tariffs of the respective supplier. (As an alternative to meter readings, calculations of the variable part may represent the percentage of all utility services consumed by the building/facility)."

The said amendments shall take effect from January 1, 2019.

On agenda item 9:

To approve a transaction to be entered into by PJSC "RBC's" subsidiaries, in which PJSC "RBC" holds directly or indirectly more than 2% (two percent) participatory interest in the authorized capital – Supplementary Agreement No. 2 to Loan Agreement No. 21-1812/1 dated 20.12.2018 (hereinafter, the "Agreement") between "RBK Online" LLC (the Lender) and Halverston Holdings Limited (the Borrower), in accordance with which the Parties have agreed to reword Clause 1.2.1 of the Agreement to read as follows:

1.2.1	The Total Debt Limit: (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term of the Agreement)	USD 1,500,000 (one million five hundred thousand U.S. dollars)
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The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **July 08, 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. 133 dated July 09, 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	_____ July 09, _____ 20 19	Seal