

## **DRAFT RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING OF RBC OJSC SHAREHOLDERS**

Item 1. On premature termination of powers of members of the Company's Board of Directors.

Draft resolution: To terminate the powers of members of the Company's Board of Directors prematurely.

Item 2. On election of members of the Company's Board of Directors.

Draft resolution: To elect the following people as members of the Company's Board of Directors:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.

Item 3. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

Draft resolution: To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company's Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;
2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment ) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.