

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
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 6 out of 9 members of the Board of Directors. The meeting is quorate, and members of the Board of Directors are 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 determining the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of shares in Forward CJSC between RBC OJSC and Gattico Holding Ltd. Voted FOR: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 2: On approval of a related party transaction in respect of the sale of shares in Forward CJSC - conclusion of a sale and purchase agreement of shares in Forward CJSC between RBC OJSC and Gattico Holding Ltd. Voted FOR: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 3: On determining the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of Publishing House LLC between RBC OJSC and Gattico Holding Ltd. Voted FOR: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 4: On approval of a related party transaction in respect of the sale of a participatory interest in the</p>	

authorized capital of Publishing House LLC - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of Publishing House LLC between RBC OJSC and Gattico Holding Ltd.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.

On agenda item 5:

On changes in the RBC group of companies.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.

On agenda item 6:

On plans to amend the Articles of Association of Garant-Park-Telecom LLC, Hosting-Center LLC, Registrar R01 CJSC, Hostcom LLC, Peterhost LLC, SpaceWeb CJSC, Reggi Business LLC, RU-CENTER CJSC, Nic-Media LLC, SpaceWeb LLC, and Concord LLC.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.

On agenda item 7:

On the Company's granting a franchise.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Sergey Podsypanin, – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – none.

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

On agenda item 1:

To set the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of shares in Forward CJSC between RBC OJSC and Gattico Holding Ltd – at RUB 1,100,000 (one million one hundred thousand rubles).

On agenda item 2:

To approve a related party transaction in respect of the sale of shares in Forward CJSC - conclusion of a sale and purchase agreement of shares in Forward CJSC between RBC OJSC and Gattico Holding Ltd worth less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to approve the transaction in accordance with the following terms:

- Vendor: RBC OJSC;
- Buyer: Gattico Holding Ltd;
- Issuer: Forward CJSC;
- Type of securities: shares;
- State registration number: 1-01-68186-N
- Par value: RUB 100 (one hundred rubles), which is 100% of the authorized capital;
- Acquisition price (value of the transaction): RUB 1,100,000 (one million one hundred thousand rubles).

On agenda item 3:

To set the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of Publishing House LLC between RBC OJSC and Gattico Holding Ltd – at RUB 50,000 (fifty thousand rubles).

On agenda item 4:

To approve a related party transaction in respect of the sale of a participatory interest in the authorized capital of Publishing House LLC - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of Publishing House LLC between RBC OJSC and Gattico Holding Ltd worth less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to approve the transaction in accordance with the following terms:

- Vendor: RBC OJSC;
- Buyer: Gattico Holding Ltd;
- Par value of the participatory interest to be sold: RUB 50,000 (fifty thousand rubles), which is 100% of the authorized capital;
- Acquisition price (value of the transaction): RUB 50,000 (fifty thousand rubles).

On agenda item 5:

To consider a report by the Company's General Director:

- 1) On the liquidation of Forward CJSC;
- 2) On the liquidation of Publishing House LLC;
- 3) On the liquidation of Gattico Holding Ltd;
- 4) On the liquidation of RBC Children Charity Foundation;
- 5) On the liquidation of National Awarding Committee Autonomous Non-Profit Organization;
- 6) On the liquidation of Fivewood Limited;
- 7) On the liquidation of Dearstone Limited;
- 8) On the liquidation of Valento Commerce Limited;
- 9) On the liquidation of OGOROD Limited;
- 10) On the liquidation of Ogorod LLC;
- 11) On the liquidation of Karuta Investments Limited;
- 12) On the liquidation of Thornley Investments Limited;
- 13) On the liquidation of RBC Reklama LLC;
- 14) On the liquidation of TVR Production LLC;
- 15) On the liquidation of RBC Holding CJSC;
- 16) On the liquidation of SMPT Press LLC;
- 17) On a planned transaction to purchase 100% participatory interest in the authorized capital of Mass Media Group LLC by PINTOLEZA HOLDINGS LIMITED (Vendor: THORNLEY INVESTMENTS LTD);
- 18) On a planned transaction to purchase 75% of outstanding shares of Byte-Telecom CJSC by PINTOLEZA HOLDINGS LIMITED (Vendor: Karuta Investments Ltd);
- 19) On a planned transaction to purchase 24% participatory interest in the authorized capital of Loveplanet LLC by Halverston Holdings Ltd. (Vendor: Lintor Limited).

On agenda item 6:

To take under advisement the planned amendments to the Articles of Association of Garant-Park-Telecom LLC, Hosting-Center LLC, Registrar R01 CJSC, Hostcom LLC, Peterhost LLC, SpaceWeb CJSC, Reggi Business LLC, RU-CENTER CJSC, Nic-Media LLC, SpaceWeb LLC, and Concord LLC in connection with the implementation of the Plan on the Hosting group of companies restructuring.

On agenda item 7:

To take under advisement the report of the Company's General Director on a potential transaction to grant a franchise within the framework of the project Media Franchising in the Regions in accordance with the terms of Schedule 1 to the Minutes of the Board of Directors

meeting to the Company's partner in the city of Yekaterinburg – Dvigatel Torgovli LLC.
2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **June 2, 2014.**
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 74 dated June 3, 2014.**

3. Signature

3.1. RBC OJCS General Director _____ Nikolay Molibog
(signature)

3.2. Date June 3, 2014. Seal