

**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	<b>RBC Public Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC PJSC</b>
1.3. Issuer's location	<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> <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: <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: <b><i>On all agenda items:</i></b> 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 Board of Directors: <b><i>On agenda item 1:</i></b> To approve the following resolutions passed by RBC PJSC as the sole participant/shareholder:</p> <ul style="list-style-type: none"> <li>• "Not to distribute the net loss of GMS LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods";</li> <li>• "Not to distribute the net loss of AdLine LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods";</li> <li>• "Not to distribute the net profit of Technosoft LLC for the reporting year of 2017; not to distribute retained earnings from previous years";</li> <li>• "To use part of ROSBUSINESSCONSULTING CJSC's 2017 profit in the amount of RUB 2,090,000.00 to offset losses of previous periods. Not to distribute the remainder of the net profit for 2017. Not to pay out dividends for 2017";</li> <li>• "ROSBUSINESSCONSULTING CJSC to participate in the general meeting of CNews.ru LLC's participants as its participant and to instruct ROSBUSINESSCONSULTING CJSC's proxy <b>to vote FOR</b> on the following agenda item: On distribution of CNews.ru LLC's net profit/loss for 2017 <u>with the following wording of the resolution:</u> "Not to distribute the net loss of CNews.ru LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods."</li> </ul> <p><b><i>On agenda item 2:</i></b> 1. RBC PJSC to participate in the general meeting of "RBK Online" LLC's participants as its participant and to instruct RBC PJSC's proxy <b>to vote FOR</b> on the following agenda item: On distribution of "RBK Online" LLC's net profit/loss for 2017 <u>with the following wording of the resolution:</u> "Not to distribute the net loss of "RBK Online" LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods." 2. RBC PJSC to participate in the annual meeting of shareholders of JSC "Public Library" as its shareholder and to instruct RBC PJSC's proxy <b>to vote FOR</b> on the following agenda item: On distribution of profit (as well as on the payout (announcement) of dividends) and losses of JSC "Public Library" for the reporting year of 2017 <u>with the following wording of the resolution:</u> "Not to distribute the net loss of JSC "Public Library" for the reporting year of 2017; not to distribute accumulated losses from previous periods. Not to pay out dividends for 2017";</p> <p><b><i>On agenda item 3:</i></b> To approve resolutions passed by participants of Business Press LLC, Business Press SPB LLC, RBC TV Novosibirsk LLC, RU-Center Group LLC, "Hostcomm" LLC, "CONCORDE" LLC, "SpaceWeb" LLC, "Hosting-Center" LTD, Media Mir LLC, JSC "Registrar R01", and Loveplanet LLC in which RBC PJSC holds indirectly more than 2% (two percent) participatory interest in their authorized capital, and shareholders of JSC "RBC-TV" and JSC "RU-CENTER," in which RBC PJSC holds indirectly more than 2% (two percent) of voting shares, on agenda items of general meetings/annual general meetings of participants/shareholders concerning profit/loss distribution for 2017 <u>with the following wording of the resolutions:</u></p> <ul style="list-style-type: none"> <li>• "Not to distribute the net loss of BusinessPress LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods."</li> <li>• "Not to distribute the net loss of BusinessPress SPB LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods."</li> </ul>	

- "Not to distribute the net profit of RBC TV Novosibirsk LLC for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net profit of RU-Center Group LLC for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net profit of "Hostcomm" LLC for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net profit of "CONCORDE" LLC for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net profit of "SpaceWeb" LLC for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net profit of "Hosting-Center" LTD for the reporting year of 2017; not to distribute retained earnings from previous years";
- "Not to distribute the net loss of Media Mir LLC for the reporting year of 2017; not to distribute accumulated losses from previous periods."
- "Not to distribute "Registrar R01" LLC's net profit for the reporting year of 2017."
- "Not to distribute the net profit of Loveplanet LLC for the reporting year of 2017; not to distribute retained earnings from previous years."
- "To use the net profit of JSC "RBC-TV" for the reporting year of 2017 to offset losses of previous periods. Not to pay out dividends for 2017";
- "Not to distribute the net profit of JSC "RU-CENTER" for the reporting year of 2017; not to distribute retained earnings from previous years. Not to pay out dividends for 2017".

**On agenda item 4:**

On approval of a transaction between RBC PJSC and Softspot Holdings Limited – Loan Agreement No. 69-1804/3 dated 24.04.2018. (hereinafter, the "Loan Agreement"), in accordance with which

Parties of the transaction: Softspot Holdings Limited (the "Lender") and RBC PJSC (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: USD 3,500,000 (three million five hundred thousand U.S. dollars)

Loan purpose: to increase the Borrower's current assets

The Lender shall provide the loan amount no later than April 27, 2018. The Borrower shall repay the loan amount no later than June 14, 2022. Interest for using the loan shall accrue at 8% (eight percent) per annum.

The Loan Agreement shall take effect immediately upon loan provision.

**On agenda item 5:**

To approve a transaction between RBC PJSC and Softspot Holdings Limited – Supplementary Agreement No. 4 dated 18.04.2018 to Loan Agreement dated 21.07.2015 (hereinafter the "Agreement") in accordance with which the Parties have agreed to amend the loan repayment deadline and the amount of accrued interest for using the loan and reword Clause 2.2. of the Agreement as follows:

"2.2 The Borrower shall repay the Lender the received loan amount as specified in the Agreement with interest at the rate of 8% (eight percent) per annum no later than June 14, 2022."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties and apply to the relationship between the Parties which commenced on April 1, 2018.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **May 18, 2018**

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. 115 dated May 21, 2018**

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 445/17/rbk dated 26.12.2017).

Igor Selivanov

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(signature)

Seal

3.2. Date      \_\_\_\_\_      May 21,      20 18