

## Material fact notice on a general meeting of issuer's shareholders and resolutions adopted by it

1. General Information	
1.1. Issuer's full corporate name (name of non-profit organization)	<b>RBC Open Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC OJSC</b>
1.3. Issuer's address	<b>78 Profsoyuznaya St., Moscow 117393</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					
2.1. Type of General Meeting (annual, extraordinary): <b>Annual General Meeting of Shareholders (AGM).</b>					
2.2. Form of the AGM (meeting (joint presence of the issuer's shareholders or absentee voting): <b>meeting (joint presence of shareholders to discuss items on the agenda of the AGM and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.</b>					
2.3. Date and place of the AGM: <b>June 26, 2014; 78 Profsoyuznaya Street, Moscow 117393, RBC OJSC offices.</b>					
2.4. Quorum on AGM agenda items:					
Agenda item No.	Number of votes held by persons entitled to participate in the annual general meeting on each agenda item	Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012	Number of votes held by persons who participated in the AGM, on each agenda item		Quorum achieved / not achieved
				%	
1	365,631,010	365,631,010	269,686,218	73.7591	achieved
2	365,631,010	365,631,010	269,686,218	73.7591	achieved
3	365,631,010	365,631,010	269,686,218	73.7591	achieved
4	365,631,010	365,631,010	269,686,218	73.7591	achieved
5	365,631,010	365,631,010	269,686,218	73.7591	achieved
6	365,631,010	365,631,010	269,686,218	73.7591	achieved
7	365,631,010	365,631,010	269,686,218	73.7591	achieved
8 (cumulative voting)	3,290,679,090	3,290,679,090	2,427,175,962	73.7591	achieved
9	365,631,010	365,631,010	269,686,218	73.7591	achieved
2.5. Motions put to vote and the results of voting:					
1. <b>Approval of a new version of the Company's Articles of Association (version No. 7).</b>					
2. <b>Approval of a new version of the Regulations on the Company's General Meeting of Shareholders.</b>					
3. <b>Approval of a new version of the Regulations on the Company's Board of Directors.</b>					
4. <b>Approval of the Company's annual report, annual financial statement, including the income</b>					

- statement (profit and loss accounts) based on 2013 results.
5. Distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013.
  6. Approval of the Company's auditor.
  7. Election of members of the Audit and Compliance Committee of the Company.
  8. Election of members of the Board of Directors of the Company.
  9. 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.

2.6. Motions put to vote and the results of voting on items on the AGM agenda, for which the quorum was achieved:

**On agenda item No. 1: Approval of a new version of the Company's Articles of Association (version No. 7).**

**RESULTS OF THE VOTING:**

**FOR: 260,813,559 votes 96.7100 (%)**

**AGAINST: 234,000 votes 0.0868 (%)**

**ABSTAINED: 596,356 votes 0.2211 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 голоса 0.0005 (%)

Invalid: 8,041,000 votes 2.9816 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.2: Approval of a new version of the Regulations on the Company's General Meeting of Shareholders.**

**RESULTS OF THE VOTING:**

**FOR: 260,464,701 votes 96.5806 (%)**

**AGAINST: 234,000 votes 0.0868 (%)**

**ABSTAINED: 596,356 votes 0.2211 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 голоса 0.0005 (%)

Invalid: 8,389,858 votes 3.1110 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.3: Approval of a new version of the Regulations on the Company's Board of Directors.**

**RESULTS OF THE VOTING:**

**FOR: 260,464,701 votes 96.5806 (%)**

**AGAINST: 578,858 votes 0.2146 (%)**

**ABSTAINED: 600,356 votes 0.2226 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 голоса 0.0005 (%)

Invalid: 8,041,000 votes 2.9816 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.4: Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.**

**RESULTS OF THE VOTING:**

**FOR: 260,465,457 votes 96.5809 (%)**

**AGAINST: 825,600 votes 0.3061 (%)**

**ABSTAINED: 348,858 votes 0.1294 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0005 (%)

Invalid: 8,045,000 votes 2.9831 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.5: Distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013.**

**RESULTS OF THE VOTING:**

**FOR: 258,500,410 votes 95.8523 (%)**

**AGAINST: 3,143,505 votes 1.1656 (%)**

**ABSTAINED: 0 votes 0.0000 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0005 (%)

Invalid: 8,041,000 votes 2.9816 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.6: Approval of the Company's auditor.**

**RESULTS OF THE VOTING:**

**FOR: 261,409,915 votes 96.9311 (%)**

**AGAINST: 230,000 votes 0.0853 (%)**

**ABSTAINED: 4,000 votes 0.0015 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 голоса 0.0005 (%)

Invalid: 8,041,000 votes 2.9816 (%)

Total: 269,686,218 votes 100.0000 (%)

**Passed.**

**On agenda item No.7: Election of members of the Audit and Compliance Committee of the Company.**

**1. Marina Risukhina**

**RESULTS OF THE VOTING:**

**FOR: 259,839,457 votes 96.35 (%)**

**AGAINST: 230,000 votes 0.0852 (%)**

**ABSTAINED: 1,225,600 votes 0.4544 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0004 (%)

Invalid: 8,389,858 votes 3.1109 (%)

**2. Alexandra Filippenko**

**RESULTS OF THE VOTING:**

**FOR: 259,839,457 votes 96.35 (%)**

**AGAINST: 230,000 votes 0.0852 (%)**

**ABSTAINED: 1,225,600 votes 0.4544 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0004 (%)

Invalid: 8,389,858 votes 3.1109 (%)

**3. Olga Chernova**

**RESULTS OF THE VOTING:**

**FOR: 259,839,457 votes 96.35 (%)**

**AGAINST: 230,000 votes 0.0852 (%)**

**ABSTAINED: 1,225,600 votes 0.4544 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0004 (%)

Invalid: 8,389,858 votes 3.1109 (%)

**Passed.**

**On agenda item No.8: Election of members of the Board of Directors of the Company.**

1. Derk Erik Sauer;
2. Neil Osborn;
3. Elena Myasnikova;
4. Ekaterina Salnikova;
5. Valery Senko;
6. Christophe Charlier;
7. Nikolay Molibog;
8. Jurijs Adamovics;
9. Alexander Lyubimov;
10. Pavel Danilov;
11. Sergey Lavrukhin;
12. Sergey Podsypanin;
13. Sergey Ivashkovsky.

#### **RESULTS OF CUMULATIVE VOTING:**

	Candidate's name	FOR	% of shareholders who participated in the voting
<b>1</b>	Ekaterina Salnikova	<b>273,250,129</b>	<b>11.2579</b>
<b>2</b>	Valery Senko	<b>273,250,129</b>	<b>11.2579</b>
<b>3</b>	Derk Erik Sauer	<b>269,792,897</b>	<b>11.1155</b>
<b>4</b>	Elena Myasnikova	<b>268,000,869</b>	<b>11.0417</b>
<b>5</b>	Nikolay Molibog	<b>250,017,869</b>	<b>10.3008</b>
<b>6</b>	Alexander Lyubimov	<b>250,000,869</b>	<b>10.3001</b>
<b>7</b>	Pavel Danilov	<b>250,000,869</b>	<b>10.3001</b>
<b>8</b>	Sergey Podsypanin	<b>249,250,869</b>	<b>10.2692</b>
<b>9</b>	Jurijs Adamovics	<b>246,734,642</b>	<b>10.1655</b>
10	Sergey Ivashkovsky	72,677,669	2.9943
11	Neil Osborn	7,596,441	0.3130
12	Sergey Lavrukhin	26 049	0.0011
13	Christophe Charlier	869	0.0000

AGAINST ALL CANDIDATES: 2,110,500 votes 0.0870 (%)

ABSTAINED FROM VOTING ON ALL CANDIDATES: 5,634,000 votes 0.2321 (%)

Number of votes that were not tallied:

Did not participate in the voting: 11,859 votes 0.0005 (%)

Invalid: on all candidates 8,819,433 votes 0.3634 (%)

Total: 2,427,175,962 votes 100.0000 (%)

**Passed.**

**On agenda item No.9: 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.**

#### **RESULTS OF THE VOTING:**

**FOR: 258,117,496 votes 95.7103 (%)**

**AGAINST: 3,525,163 votes 1.3071 (%)**

**ABSTAINED: 1,256 votes 0.0005 (%)**

Number of votes that were not tallied:

Did not participate in the voting: 1,303 votes 0.0005 (%)

Invalid: 8,041,000 votes 2.9816 (%)

#### **2.6 Resolutions adopted by the AGM:**

**On agenda item No. 1: To approve a new version of the Company's Articles of Association (version No. 7).**

**On agenda item No. 2: To approve a new version of the Regulations on the Company's General Meeting of**

**Shareholders.**

**On agenda item No. 3: To approve a new version of the Regulations on the Company's Board of Directors.**

**On agenda item No. 4: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.**

**On agenda item No. 5: Not to distribute the Company's profit and losses based on 2013 results due to losses in the amount of RUB 407,396, including not to pay out dividends on the Company's shares for 2013.**

**On agenda item No. 6: To approve Grant Thornton CJSC as RBC OJSC's auditor for 2014.**

**On agenda item No. 7: To determine that the Company's Audit and Compliance Committee shall consist of three members. To elect the following members to the Company's Audit and Compliance Committee**

- 1. Marina Risukhina**
- 2. Alexandra Filippenko**
- 3. Olga Chernova**

**On agenda item No. 8: To elect the following members to the Company's Board of Directors:**

- 1. Ekaterina Salnikova**
- 2. Valery Senko**
- 3. Derk Erik Sauer**
- 4. Elena Myasnikova**
- 5. Nikolay Molibog**
- 6. Alexander Lyubimov**
- 7. Pavel Danilov**
- 8. Sergey Podsypanin**
- 9. Jurijs Adamovics**

**On agenda item No. 9: 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 for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:**

**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;**

**travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of up to \$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 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.**

**2.7. Date of the minutes of the AGM:**

**Minutes No. 14 dated June 27, 2014**

**3. Signature**

3.1. RBC OJSC General Director

\_\_\_\_\_  
(signature)

Nikolay Molibog.

3.2. Date: \_\_\_\_\_ June 27, \_\_\_\_\_ 20 14

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