

**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>Public Joint Stock Company "RBC"</b>
1.2. Issuer's short corporate name	<b>PJSC "RBC"</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>
1.8. Date of the event (material fact) about which the notice was drawn up (if applicable)	<b>May 28, 2020</b>
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 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. The Company received ballot sheets from 7 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, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Vadim Medvedev, Yuri Shumilov, a total of 7 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Issuer's Board of Directors <b><i>On agenda item 1:</i></b> To convene the Company's AGM in the form of an absentee voting on agenda items using ballot sheets. To approve the following: – AGM date (deadline for submission of completed ballot sheets): June 30, 2020; postal address to which completed ballot sheets should be sent: VTB Registrar JSC, P.O. box 54, Moscow 127137; PJSC "RBC," 78 Profsoyuznaya St., building 1, room 6, suite XVIII, 1st floor, Moscow 117393</p> <p><b><i>On agenda item 2:</i></b> To approve the following agenda items of the Company's AGM on June 30, 2020: 1. On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for the reporting year of 2019. 2. On determining the number of members of the Company's Board of Directors. 3. On election of members of the Company's Board of Directors. 4. On determining the number of members of the Company's Internal Audit Commission. 5. On election of members of the Company's Internal Audit Commission. 6. On approval of the auditor of the Company's Russian accounting (financial) statements for 2020. 7. On approval of the auditor of the Company's IFRS financial statements for 2020.</p> <p><b><i>On agenda item 3:</i></b> Set June 5, 2020 as the record date for compiling the list of persons eligible to participate in the AGM to be held on June 30, 2020.</p> <p><b><i>On agenda item 4:</i></b> To approve the following list of documents (information) to be made available to shareholders ahead of the Company's AGM on June 30, 2020: 1. A notice on convening the Company's AGM. 2. Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses (including the payout (announcement) of dividends) for 2019. 3. Report on related-party transactions entered into by the Company in the reporting year of 2019. 4. Information on auditors. 5. Information on candidates to the Company's Board of Directors and the Internal Audit Commission and information on the availability of their written consent for the election to the respective body of the Company. 6. Draft resolutions of the Company's AGM.</p> <p>To ensure access of persons eligible to participate in the AGM on June 30, 2020 to the said documents (information) on business days from 10 a.m. until 6 p.m. starting June 10, 2020 at the following address: PJSC "RBC," 78 Profsoyuznaya St., building 1, room 6, suite XVIII, 1st floor, Moscow 117393 and on the Company's official website on the internet. Access to information (materials) shall be provided in accordance with the procedure stipulated by applicable Russian laws and the Company's Articles of Association.</p> <p><b><i>On agenda item 5:</i></b> To approve the wording of the notice on holding the Company's AGM on June 30, 2020 in accordance with Schedule No. 1 to these Minutes, the form and wording of the ballot sheet in accordance with Schedule No. 2 to these Minutes, and draft resolutions of the Company's AGM in accordance with Schedule No. 3 to these Minutes.</p> <p><b><i>On agenda item 6:</i></b> To publish the notice on holding the Company's AGM on June 30, 2020 in RBC newspaper and on the Company's official</p>	

website on the internet no later than June 8, 2020.

**On agenda item 7:**

1. To determine that ballot sheets for voting at the Company's AGM on June 30, 2020 must be sent by registered mail to each person eligible to participate in the Company's AGM no later than June 9, 2020.
2. To determine that for the purpose of establishing the quorum and the tallying of votes, ballot sheets received by the Company before the deadline for the submission of ballot sheets shall be counted.

**On agenda item 8:**

To recommend that on June 30, 2020 the Company's AGM resolve not to distribute the Company's net losses for the reporting period of 2019; not to distribute accumulated losses from previous periods; and not to pay dividends for 2019.

**On agenda item 9:**

To approve a transaction between PJSC "RBC" (the Lender) and CNews.ru LLC (the Borrower) - Supplementary Agreement No. 1 to Loan Agreement No. 69-1604/1- dated 07.04.2016 (hereinafter, "the Agreement"), in accordance with which the Parties have agreed to extend the term for the repayment of the Loan Amount and modify Clause 2.2 of the Agreement to read as follows:

"2.2. The Borrower shall repay the Lender the loan amount indicated in Clause 1.1 of the Agreement with interest at the rate of 12% (twelve percent) per annum no later than April 6, 2023."

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

**On agenda item 10:**

To approve the following resolutions passed by PJSC "RBC," as

- the sole member of GMS LLC:

- "To approve a transaction between GMS LLC (the "Borrower") and JSC "RU-CENTER" (the "Lender") - Supplementary Agreement No. 1 to Loan Agreement No. 71-1909/7 dated 02.10.2019 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, specifically:

to reword Clause 1.2.1. of the Agreement to read as follows:

1.2.1.	Loan amount:	RUB 600,000,000.00 (six hundred million and 00/100 rubles)
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This Supplementary Agreement shall take effect immediately upon its signing by the Parties."

- "To approve a transaction between GMS LLC (the Borrower) and "Registrar R01" LLC (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. 71-1807/17 dated 06.07.2018 (hereinafter, the "Agreement"), in accordance with which the Parties have agreed to amend the Agreement, specifically:

to reword Clause 1.2.1. of the Agreement to read as follows:

1.2.1.	<b>The Total Debt Limit:</b> (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term of the Agreement)	RUB 60,000,000.00 (sixty million and 00/100 rubles).
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to reword Clause 1.2.5. of the Agreement to read as follows:

1.2.5.	The Borrower shall repay the loans that had been granted, but remain outstanding,	no later than December 31, 2023.
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This Supplementary Agreement shall take effect immediately upon its signing by the Parties."

- the sole shareholder of JSC "ROSBUSINESSCONSULTING:"

- JSC "ROSBUSINESSCONSULTING" to participate in the extraordinary General Meeting of CNews.ru LLC's members as its member and to instruct JSC "ROSBUSINESSCONSULTING's" proxy to vote FOR on the following agenda item: "On approval of a transaction between PJSC "RBC" and CNews.ru LLC - Supplementary Agreement No. 1 to Loan Agreement No. 69-1604/1- dated 07.04.2016"

with the following wording of the resolution: "To approve a transaction between PJSC "RBC" (the Lender) and CNews.ru LLC (the Borrower) - Supplementary Agreement No. 1 to Loan Agreement No. 69-1604/1- dated 07.04.2016 (hereinafter, "the Agreement"), in accordance with which the Parties have agreed to regard the Agreement as interest-free, whereby no interest shall be charged for the use of the loan amount from the said date, and to extend the term for the repayment of the Loan Amount and modify Clause 2.2 of the Agreement to read as follows:

"2.2. The Borrower shall repay the Lender the loan amount indicated in Clause 1.1 of the Agreement no later than April 6, 2023."

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

**To vote FOR.**

**On agenda item 11:**

To approve PJSC "RBC's" vote "FOR" on the resolution by RU-CENTER Group LLC, the sole shareholder of JSC "RU-CENTER," in which PJSC "RBC" holds indirectly more than 2% (two percent) of the authorized capital, with the following wording:

"To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) - Supplementary Agreement No. 1 to Loan Agreement No. 71-1909/7 dated 02.10.2019 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, specifically:

to reword Clause 1.2.1. of the Agreement to read as follows:

1.2.1.	Loan amount:	RUB 600,000,000.00 (six hundred million and 00/100 rubles).
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This Supplementary Agreement shall take effect immediately upon its signing by the Parties.”

**On agenda item 12:**

To approve PJSC "RBC's" vote “FOR” at the extraordinary General Meeting of members of "Registrar R01" LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) of the authorized capital:

On agenda item "On approval of a transaction between GMS LLC and "Registrar R01" LLC - Supplementary Agreement No. 2 to Loan Agreement No. 71-1807/17 dated 06.07.2018" with the following wording:

“To approve a transaction between GMS LLC (the Borrower) and "Registrar R01" LLC (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. 71-1807/17 dated 06.07.2018 (hereinafter, the "Agreement"), in accordance with which the Parties have agreed to amend the Agreement, specifically:

to reword Clause 1.2.1. of the Agreement to read as follows:

1.2.1.	<b>The Total Debt Limit:</b> (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term of the Agreement)	RUB 60,000,000.00 (sixty million and 00/100 rubles).
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to reword Clause 1.2.5. of the Agreement to read as follows:

1.2.5.	The Borrower shall repay the loans that had been granted, but remain outstanding,	no later than December 31, 2023.
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This 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: **May 25, 2020.**

2.5. The date on which the minutes of the Issuer’s Board of Directors (Supervisory Council) were taken and the number of the minutes: **Minutes No. 151 dated May 28, 2020.**

2.6. Identification attributes of the shares whose holders are entitled to take part in the Issuer's AGM:

type, category, series of securities: **uncertificated registered ordinary shares;**

state registration number of the issue and date of its registration: **state registration number of the issue is 1-02-56413-N, registration date: 01.11.2010;**

International Securities Identification Number (ISIN): **RU000A0JR6A6.**

3. Signature

3.1. General Director	_____	Nikolay Molibog
	(signature)	
3.2. Date	“ _____ May 28, _____ 20 <u>20</u> _____	Seal