

**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	Public Joint Stock Company "RBC"
1.2. Issuer's short corporate name	PJSC "RBC"
1.3. Issuer's location	Moscow
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
1.8. Date of the event (material fact) about which the notice was drawn up (if applicable)	February 6, 2020
2. Contents of the notice	
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <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. 7 out of 7 members of the Board of Directors participated in the Board of Directors' meeting.</i></p> <p>2.2. Results of voting on agenda items: <i>On all agenda items:</i> 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: <i>On agenda item 1:</i> To approve PJSC "RBC's" vote "FOR" at the extraordinary General Meeting of Members of Loveplanet LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) of the authorized capital: On agenda item "On Loveplanet LLC's participation in Media Mir LLC" with the following wording of the resolution: "Loveplanet LLC shall become a member of Media Mir LLC (OGRN 1057746379107, TIN 7728540928) through an acquisition of a 100% (one hundred percent) participatory interest, with a face value of RUB 10,000 (ten thousand rubles), in the authorized capital of Media Mir LLC pursuant to the agreement on the sale and purchase of a 100% (one hundred percent) participatory interest, with a face value of RUB 10,000 (ten thousand rubles), in the authorized capital of Media Mir LLC to be entered into with Halverston Holdings Limited at the purchase price of RUB 10,000 (ten thousand rubles)." On agenda item "On approval of a transaction between Loveplanet LLC and Halverston Holdings Limited — an Agreement on the Sale and Purchase of the participatory interest in Media Mir LLC's authorized capital" with the following wording of the resolution: "To approve a transaction between Loveplanet LLC (the Buyer) and Halverston Holdings Limited (the Seller) — an Agreement on the Sale and Purchase of the participatory interest in Media Mir LLC's authorized capital, whereby the Seller shall transfer to the Buyer a 100% (one hundred percent) participatory interest, with a face value of RUB 10,000 (ten thousand rubles), in the authorized capital of Media Mir LLC (OGRN 1057746379107, TIN 7728540928) at the purchase price of RUB 10,000 (ten thousand rubles). The Agreement shall take effect after it is certified by a notary public." <i>On agenda item 2:</i> To approve the resolution passed by PJSC "RBC," the sole member of GMS LLC, with the following wording of the resolution: "1. GMS LLC shall become a member of PJSC "RBC" (OGRN 1057746899572, TIN 7728547955) by acquiring 14,976,590 (fourteen million nine hundred seventy six thousand five hundred ninety) ordinary registered non-documentary shares of PJSC "RBC" with a face value of RUB 0.00064 (zero and sixty four hundred-thousandths rubles) each, which constitutes 4.0961% (four and nine hundred sixty one ten-thousandths percent) of PJSC "RBC's" authorized capital, pursuant to a share sale and purchase agreement to be entered into with Halverston Holdings Limited. 2. To approve a transaction between GMS LLC (the Buyer) and Halverston Holdings Limited (the Seller) — an Agreement on the Sale and Purchase of PJSC "RBC's" shares, whereby the Seller shall transfer to the Buyer PJSC "RBC's" ordinary registered non-documentary shares with the state registration number of the issue 1-02-56413-N, registered on November 1, 2010; international securities identification code (number) (ISIN): RU000A0JR6A6, in the amount of 14,976,590 (fourteen million nine hundred seventy six thousand five hundred ninety) shares with a face value of RUB 0.00064 (zero and sixty four hundred-thousandths rubles) each, which constitutes 4.0961%</p>	

(four and nine hundred sixty one ten-thousandths percent) of PJSC "RBC's" authorized capital; the price of the shares shall be set after the close of trading on the Moscow Exchange PJSC at the end of the trading day preceding the date of signing the Agreement. The Agreement shall take effect from the date of its signing."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolutions were passed: **February 3, 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. 142 dated February 6, 2020.**

3. Signature

3.1. General Director

Nikolay Molibog

(signature)

3.2. Date

February 6, 20 20

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