

**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://rbholding.ru/filings.shtml
1.8. Date of the event (material fact) about which the notice was drawn up (if applicable)	December 20, 2019.
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 a transaction between PJSC "RBC" (the "Borrower") and "SpaceWeb" LLC (the "Lender") - Supplementary Agreement No. 5 to Loan Agreement No. 69-1507/3- dated July 2, 2015 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive). The Supplementary Agreement shall take effect from the date of its signing. <i>On agenda item 2:</i> To approve a transaction between PJSC "RBC" (the "Borrower") and RU-CENTER Group LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/2- dated October 25, 2016 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing. <i>On agenda item 3:</i> To approve a transaction between PJSC "RBC" (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/5- dated October 25, 2016 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing. <i>On agenda item 4:</i> To approve a transaction between PJSC "RBC" (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/4- dated October 25, 2016 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing. <i>On agenda item 5:</i> To approve the resolution passed by PJSC "RBC," the sole member of GMS LLC, with the following wording: "To approve a transaction between GMS LLC (the "Borrower") and "SpaceWeb" LLC (the "Lender") - Supplementary Agreement No. 2 to Loan Agreement No. 71-1807/16 dated July 6, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to reword Clause 1.2.4. of the Agreement to read as follows: "1.2.4. The Lender shall provide the loan amount within 30 days from the receipt of the Request." The Supplementary Agreement shall take effect from the date of its signing."</p>	

"To approve a transaction between GMS LLC (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 1 to Loan Agreement No. 71-1807/17 dated July 6, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to reword Clause 1.2.4. of the Agreement to read as follows: "1.2.4. The Lender shall provide the loan amount within 30 days from the receipt of the Request."

The Supplementary Agreement shall take effect from the date of its signing."

"To approve a transaction between GMS LLC (the "Lender") and BusinessPress LLC (the "Borrower") - Supplementary Agreement No. 3 to Loan Agreement No. 71-1703/45- dated March 27, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches."

The Supplementary Agreement shall take effect from the date of its signing."

"To approve a transaction between GMS LLC (the "Lender") and CNews.ru LLC (the "Borrower") - Supplementary Agreement No. 4 to Loan Agreement No. 71-1703/62- dated March 23, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches."

The Supplementary Agreement shall take effect from the date of its signing."

"To approve a transaction between GMS LLC (the "Borrower") and Loveplanet LLC (the "Lender") - Supplementary Agreement No. 1 to Loan Agreement No. 63-1803/6 dated April 3, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches" and

to reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022. The Parties hereby agree to regard this Agreement as interest-free effective from October 1, 2019, and no interest shall be charged for the use of the loan amount."

The Supplementary Agreement shall take effect from the date of its signing and apply to the relationship between the Parties, which commenced on October 1, 2019."

"To approve a transaction between GMS LLC (the "Borrower") and Loveplanet LLC (the "Lender") - Supplementary Agreement No. 4 to Loan Agreement No. 63-1608/4- dated May 26, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022 (inclusive). The Parties hereby agree to regard this Agreement as interest-free effective from October 1, 2019, and no interest shall be charged for the use of the loan amount."

The Supplementary Agreement shall take effect from the date of its signing and apply to the relationship between the Parties, which commenced on October 1, 2019."

"To approve a transaction between GMS LLC (the "Lender") and Pintoleza Holdings Limited (the "Borrower") - Supplementary Agreement No. 2 to Loan Agreement No. 71-1703/75- dated March 29, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to change the loan repayment procedure and to amend Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount indicated in Clause 1.1 of the Agreement with interest calculated based on the rate of 6% (six percent) per annum to the Lender no later than December 31, 2022."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 6:

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

"To approve a transaction between PJSC "RBC" (the "Borrower") and "SpaceWeb" LLC (the "Lender") - Supplementary Agreement No. 5 to Loan Agreement No. 69-1507/3- dated July 2, 2015 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive).

The Supplementary Agreement shall take effect from the date of its signing."

"To approve a transaction between GMS LLC (the "Borrower") and "SpaceWeb" LLC (the "Lender") - Supplementary Agreement No. 2 to Loan Agreement No. 71-1807/16 dated July 6, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 1.2.4. of the Agreement to read as follows: "1.2.4. The Lender shall provide the loan amount within 30 days from the receipt of the Request."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 7:

To approve PJSC "RBC's" vote "FOR" at the extraordinary General Meeting of Members of RU-CENTER Group 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 RU-CENTER Group LLC and PJSC "RBC" - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/2- dated October 25, 2016" with the following wording:

"To approve a transaction between PJSC "RBC" (the "Borrower") and RU-CENTER Group LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/2- dated October 25, 2016 (hereinafter, the

"Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 8:
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 "Registrar R01" LLC and PJSC "RBC" - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/5- dated October 25, 2016 between PJSC "RBC" and "Registrar R01" LLC" with the following wording:
"To approve a transaction between PJSC "RBC" (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/5- dated October 25, 2016 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing."
On agenda item "On approval of a transaction between "Registrar R01" LLC and PJSC "RBC" - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/4- dated October 25, 2016 between PJSC "RBC" and "Registrar R01" LLC" with the following wording:
"To approve a transaction between PJSC "RBC" (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 3 to Loan Agreement No. 69-1610/4- dated October 25, 2016 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to extend the loan term until 31.12.2022 (inclusive) and to reword Clause 2.1. of the Agreement to read as follows: "2.1 The Lender shall transfer to the Borrower's settlement account the loan amount in several tranches." The Supplementary Agreement shall take effect from the date of its signing."
On agenda item "On approval of a transaction between "Registrar R01" LLC and GMS LLC - Supplementary Agreement No. 1 to Loan Agreement No. 71-1807/17 dated July 6, 2018 between GMS LLC and "Registrar R01" LLC" with the following wording:
"To approve a transaction between GMS LLC (the "Borrower") and "Registrar R01" LLC (the "Lender") - Supplementary Agreement No. 1 to Loan Agreement No. 71-1807/17 dated July 6, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to reword Clause 1.2.4. of the Agreement to read as follows: "1.2.4. The Lender shall provide the loan amount within 30 days from the receipt of the Request." The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 9:
To approve PJSC "RBC's" vote "FOR" at the extraordinary General Meeting of Members of CNews.ru 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 CNews.ru LLC - Supplementary Agreement No. 4 to Loan Agreement No. 71-1703/62- dated March 23, 2017" with the following wording:
"To approve a transaction between GMS LLC (the "Lender") and CNews.ru LLC (the "Borrower") - Supplementary Agreement No. 4 to Loan Agreement No. 71-1703/62- dated March 23, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches." The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 10:
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 approval of a transaction between GMS LLC and Loveplanet LLC - Supplementary Agreement No. 1 to Loan Agreement No. 63-1803/6 dated April 3, 2018" with the following wording:
"To approve a transaction between GMS LLC (the "Borrower") and Loveplanet LLC (the "Lender") - Supplementary Agreement No. 1 to Loan Agreement No. 63-1803/6 dated April 3, 2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e. to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches" and to reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022. The Parties hereby agree to regard this Agreement as interest-free effective from October 1, 2019, and no interest shall be charged for the use of the loan amount." The Supplementary Agreement shall take effect from the date of its signing and apply to the relationship between the Parties, which commenced on October 1, 2019."
On agenda item "On approval of a transaction between GMS LLC and Loveplanet LLC - Supplementary Agreement No. 4 to Loan Agreement No. 63-1608/4- dated May 26, 2017" with the following wording:

"To approve a transaction between GMS LLC (the "Borrower") and Loveplanet LLC (the "Lender") - Supplementary Agreement No. 4 to Loan Agreement No. 63-1608/4- dated May 26, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

To reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022 (inclusive). The Parties hereby agree to regard this Agreement as interest-free effective from October 1, 2019, and no interest shall be charged for the use of the loan amount."

The Supplementary Agreement shall take effect from the date of its signing and apply to the relationship between the Parties, which commenced on October 1, 2019."

On agenda item 11:

To approve PJSC "RBC's" vote "FOR" at the extraordinary General Meeting of Members of "RBK Online" 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 "RBK Online" LLC and JSC "RBC-TV" - Supplementary Agreement No. 1 to Loan Agreement No. 21-1504/1- dated April 15, 2015" with the following wording:

"To approve a transaction between "RBK Online" LLC (the "Lender") and JSC "RBC-TV" (the "Borrower") - Supplementary Agreement No. 1 to Loan Agreement No. 21-1504/1- dated April 15, 2015 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to extend the loan term until 31.12.2022 (inclusive) and reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022 (inclusive)."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item "On approval of a transaction between "RBK Online" LLC and Halverston Holdings Limited - Supplementary Agreement No. 3 to Loan Agreement No. 21-1812/1 dated 20.12.2018" with the following wording:

"To approve a transaction between "RBK Online" LLC (the "Lender") and Halverston Holdings Limited (the "Borrower") - Supplementary Agreement No. 3 to Loan Agreement No. 21-1812/1 dated 20.12.2018 (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. Total Debt Limit (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term hereof): USD 3,000,000 (three million U.S. dollars)."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item "On approval of the resolution of the sole shareholder of JSC "RBC-TV" - "RBK Online" LLC" with the following wording:

"To approve a transaction between "RBK Online" LLC (the "Lender") and JSC "RBC-TV" (the "Borrower") - Supplementary Agreement No. 1 to Loan Agreement No. 21-1504/1- dated April 15, 2015 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to extend the loan term until 31.12.2022 (inclusive) and reword Clause 2.2. of the Agreement to read as follows: "2.2. The Borrower shall repay the loan amount specified in Clause 1.1. of the Agreement to the Lender no later than December 31, 2022 (inclusive)."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item "On approval of the resolution of the sole member of BusinessPress LLC - "RBK Online" LLC" with the following wording:

"To approve a transaction between GMS LLC (the "Lender") and BusinessPress LLC (the "Borrower") - Supplementary Agreement No. 3 to Loan Agreement No. 71-1703/45- dated March 27, 2017 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, i.e.

to reword Clause 2.1. of the Agreement to read as follows: "2.1. The Lender shall transfer to the Borrower's bank account the loan amount indicated in Clause 1.1 of the Agreement in several tranches."

The Supplementary Agreement shall take effect from the date of its signing."

On agenda item 12:

To remove Elena Ashitko, head of PJSC "RBC's" internal audit and compliance service, from office.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolutions were passed: **December 18, 2019**

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. 141 dated December 20, 2019.**

3. Signature

3.1. General Director

Nikolay Molibog

(signature)

3.2. Date _____ December 20, 20 19

Seal