

Material Fact Notice on resolutions passed by the Issuer's Board of Directors (Supervisory Board)

1. General Information	
1.1. Issuer's full corporate name (name of non-profit organization)	RBC Open Joint-Stock Company
1.2. Issuer's short corporate name	RBC OJSC
1.3. Issuer's address	78 Profsoyuznaya St. Moscow 117393
1.4. Issuer's primary state registration number (OGRN)	1057746899572
1.5. Issuer's tax payer identification number (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 (in Russian) www.rbcholding.ru (in Russian) www.rbcholding.com (in English)

2. Contents of the Notice
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting 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 8 out of 9 members of the Board of Directors within the established deadline.</p> <p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1. Determining the Company's main areas of business</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova – a total of 6 votes. AGAINST: Alexander Morgulchik – a total of 1 vote. ABSTAINED: Marat Cherkasov - a total of 1 vote. TOTAL: FOR - 6 votes, AGAINST – 1 vote, ABSTAINED – 1 vote. The resolution was passed.</p> <p>On agenda item 2. On the premature termination of powers of a member of the Company's Executive Board.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 7 votes. AGAINST: Alexander Morgulchik – a total of 1 vote. ABSTAINED: none. TOTAL: FOR - 7 votes, AGAINST – 1 vote, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 3. On the election of a member of the Executive Board.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 7 votes.</p>

AGAINST: Alexander Morgulchik – a total of 1 vote.
ABSTAINED: none.
TOTAL: FOR - 7 votes, AGAINST – 1 vote, ABSTAINED – none.
The resolution was passed.

2.3. Contents of the resolution passed by the Issuer's board of directors (supervisory board)

On agenda item 1:

To consider the following information:

- 1) on carrying out a deal on the purchase and sale of a 100% participatory interest in EIDOS MARKETING LIMITED (the Company owns 80% in EIDOS MARKETING LIMITED's authorized capital); vendor - IN PRO ES LIMITED, buyer - EDI S PRESS HOLDING LIMITED.
- 2) on discontinuing CB CAPEL LIMITED's (the Company indirectly owns 80% in CB CAPEL LIMITED's authorized capital) participation in Media Service LLC as a result of divesting a 100% in the authorized capital of the said entity.
- 3) on planned termination of EDI S PRESS HOLDING LIMITED's (the Company indirectly owns 80% in EDI S PRESS HOLDING LIMITED's authorized capital) participation in LUMAX ADVERTISING LIMITED as a result of the said entity's removal from the Register of companies in accordance with the law of Cyprus;
- 4) on planned termination of EDI S PRESS HOLDING LIMITED's (the Company indirectly owns 80% in EDI S PRESS HOLDING LIMITED's authorized capital) participation in IN PRO ES LIMITED as a result of the said entity's removal from the Register of companies in accordance with the law of Cyprus;
- 5) on planned termination of EDI S PRESS HOLDING LIMITED's (the Company indirectly owns 80% in EDI S PRESS HOLDING LIMITED's authorized capital) participation in CB CAPEL LIMITED as a result of the said entity's removal from the Register of companies in accordance with the law of Cyprus;
- 6) on planned termination of HostingCommunity Inc.'s (the Company indirectly owns 100% in HostingCommunity Inc's authorized capital) participation in Concord-M LLC as a result of carrying out the liquidation procedure in compliance with the laws of the Russian Federation.

On agenda item 2:

To terminate the powers of member of the Executive Board Vyacheslav Masenkov prematurely.

On agenda item 3:

To elect Georgy Mikaberidze member of the Executive Board.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **April 12, 2013.**

2.5. Date and number of the minutes of the Issuer's board of directors (supervisory board) meeting at which the above-mentioned resolution was passed: **April 12, 2013, Minutes No. 55.**

3. Signature

3.1. General Director _____ Sergey Lavrukhin
RBC OJSC (signature)

3.2. Date: April 12, 2013 Seal