

**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)	<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> (in Russian) <a href="http://www.rbcholding.ru">www.rbcholding.ru</a> (in Russian) <a href="http://www.rbcholding.com">www.rbcholding.com</a> (in English)

2. Contents of the notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting  <b>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 7 out of 9 members of the Board of Directors within the established deadline.</b></p>	
<p>2.2. Results of voting on agenda items:</p> <p><b>On agenda item 1:</b>  On approving a deal related to the termination of the Company's participation in RBK Money ITC LLC.</p> <p>Voted <b>FOR</b>: Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Neil Osborn, Christophe Charlier, Derk Sauer – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 2:</b>  On determining the Company's position on the agenda of the general meeting of members of RBK Money ITC LLC, in the share capital of which the Company owns 99%.</p> <p>Voted <b>FOR</b>: Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Neil Osborn, Christophe Charlier, Derk Sauer – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 3:</b>  On approving the main terms of waiver and amendment letters to the Loan Agreement dated April 27, 2010.</p> <p>Voted <b>FOR</b>: Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Neil Osborn, Christophe Charlier, Derk Sauer – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p>	

2.3. Contents of the resolutions passed by the Board of Directors:

**On agenda item1:**

To approve a deal related to the termination of the Company's participation in RBK Money ITC LLC in accordance with the following terms:

- The Vendor: the Company;
- The Purchaser: RBK MONEY HOLDINGS LIMITED;
- Nominal value of the participatory interest subject to sale: 9,900 (nine thousand nine hundred) rubles;
- Size of participatory interest subject to sale (percentage of the share capital): 99%;
- Deal amount: 9,900 (nine thousand nine hundred) rubles.

**On agenda item2:**

To vote in favor of the following item on the agenda of the general meeting of participants of the Company's subsidiary – RBK Money ITC Limited Liability Company (the Company owns 99% of RBK Money ITC LLC's share capital):

To approve the following transactions related to the termination of the Company's participation in non-banking credit organization Electronic Payment Service (LLC):

1. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and S. Baryshnikov as the Purchaser in accordance with the following terms:
  - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
  - Size of participatory interest subject to sale (percentage of the share capital): 10%;
  - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
2. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and A. Kruglov as the Purchaser in accordance with the following terms:
  - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
  - Size of participatory interest subject to sale (percentage of the share capital): 10%;
  - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
3. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and K. Burlakov as the Purchaser in accordance with the following terms:
  - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
  - Size of participatory interest subject to sale (percentage of the share capital): 10%;
  - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
4. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and S. Lenintsev as the Purchaser in accordance with the following terms:
  - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
  - Size of participatory interest subject to sale (percentage of the share capital): 10%;
  - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
5. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and Ye. Mayorova as the Purchaser in accordance with the following terms:
  - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;

- Size of participatory interest subject to sale (percentage of the share capital): 10%;
  - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
6. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and A. Gorbunova as the Purchaser in accordance with the following terms:
    - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
    - Size of participatory interest subject to sale (percentage of the share capital): 10%;
    - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
  7. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and T. Botvinkina as the Purchaser in accordance with the following terms:
    - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
    - Size of participatory interest subject to sale (percentage of the share capital): 10%;
    - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
  8. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and I. Shirochenkova as the Purchaser in accordance with the following terms:
    - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
    - Size of participatory interest subject to sale (percentage of the share capital): 10%;
    - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
  9. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and EASTBOUND LIMITED as the Purchaser in accordance with the following terms:
    - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
    - Size of participatory interest subject to sale (percentage of the share capital): 10%;
    - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.
  10. Participatory interest purchase agreement between RBK Money ITC LLC as the Vendor and D. Burlakov as the Purchaser in accordance with the following terms:
    - Nominal value of the participatory interest subject to sale: 1,800,000 (one million eight hundred thousand and 00/100) rubles;
    - Size of participatory interest subject to sale (percentage of the share capital): 10%;
    - Price of participatory interest (deal amount): 1,800,000 (one million eight hundred thousand and 00/100) rubles.”

**On agenda item3:**

In view of the decision adopted by holders of loan participation notes (LPN-12-A and LPN-12-B) on the approval of amendments to the Loan Agreement dated April 27, 2010, to approve the following main terms:

1. Amendment letter agreement in accordance with Schedule 1 to Minutes of the Board of Directors meeting;
2. Amendment and waiver letter agreement in accordance with Schedule 2 to Minutes of the Board of Directors meeting.

2.4. The date of the meeting of the Issuer’s Board of Directors (Supervisory Board) at which the relevant resolution was passed: **January 20, 2014.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: <b>Minutes 69 dated January 20, 2014.</b>		
3. Signature		
3.1. RBC OJCS General Director	_____	N. Molibog
	(signature)	
3.2. Date:	January 20, 2014	Seal