

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

2. Contents of the notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting  <b>The Board of Directors meeting was attended by 8 out of 9 members of the Board of Directors. The meeting is quorate, and members of the Board of Directors are eligible to adopt resolutions on all items of the agenda.</b></p>	
<p>2.2. Results of voting on agenda items:</p> <p><b>On agenda item 1:</b>            Considering a report on the operating and financial results of the Company in 10M 2013.</p> <p>Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Ekaterina Salnikova, Christophe Charlier, Elena Myasnikova, Neil Osborn, Sergey Podsypanin, – a total of 8 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 2:</b>            On dynamics and revenue structure of the Company in 2012 and 2013 and a revenue forecast for 2014.</p> <p>Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Ekaterina Salnikova, Christophe Charlier, Elena Myasnikova, Neil Osborn, Sergey Podsypanin, – a total of 8 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 3:</b>            On approval of the General Director of the Company holding concurrent positions in management bodies of other organizations.</p> <p>Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Ekaterina Salnikova, Christophe Charlier, Elena Myasnikova, Neil Osborn, Sergey Podsypanin, – a total of 8 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 4:</b>            On approval of members of the Company's Executive Board holding concurrent positions in management</p>	

bodies of other organizations.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Ekaterina Salnikova, Christophe Charlier, Elena Myasnikova, Neil Osborn, Sergey Podsypanin, – a total of 8 votes.

AGAINST: **none**.

ABSTAINED: **none**.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

**On agenda item 5:**

On the Company's granting of a franchise

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Ekaterina Salnikova, Christophe Charlier, Elena Myasnikova, Neil Osborn, Sergey Podsypanin, – a total of 8 votes.

AGAINST: **none**.

ABSTAINED: **none**.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

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

**On agenda item 1:**

1. To accept the report on operating and financial results of the Company in 10M 2013 (Schedule 1 to the Minutes of the Board of Directors meeting)

2. To instruct the Company's General Director:

- to ensure the preparation of the Plan to restructure the entertainment Internet segment and consideration of this plan by the Company's Board of Directors;
- within two weeks from the date of this Board of Directors meeting, to ensure the preparation of the Company's draft budget for Q1 2014 and consideration of this budget for approval by the Company's Board of Directors;
- to determine the timeframe for performance of the priority tasks by the Company's management specified in Schedule 1 to the Minutes of the Board of Directors meeting

**On agenda item 2:**

To consider information on dynamics and revenue structure of the Company in 2012 and 2013 and a revenue forecast for 2014 presented by the Company's First Deputy General Director Nikolay Molibog (Schedule 2 to the Minutes of the Board of Directors meeting)

**On agenda item 3:**

To approve Derk Erik Sauer's holding concurrent position as the Company's General Director and Director of the following companies: Halverston Holdings Ltd, TIOGGA LIMITED, and Gattico Holding Ltd.

**On agenda item 4:**

1) To approve Nikolay Molibog's holding concurrent position of a member of the Company's Executive Board and General Director of the following companies: ROSBUSINESSCONSULTING CJSC, RBC MEDIA LLC, and Nashi Dengi Publishing House LLC;

2) To approve Alexander Lyubimov's holding concurrent position as a member of the Company's Executive Board and General Director of RBC TV CJSC.

**On agenda item 5:**

To consider a report by the Company's General Director on the Company's granting of a franchise as part of the project "Media Franchising in the Regions" in accordance with the terms specified in Schedule 3 to the Minutes of the Board of Directors meeting to the following partners:

- Volga Media OJSC (Russian Federation);
- Dobroye utro, Nizhny Novgorod LLC (Russian Federation);
- RBC-Krasnodar (Russian Federation).

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **December 9, 2013.**

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: **Minutes 67 dated December 10, 2013.**

3. Signature

3.1. RBC OJCS General Director

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(signature)

Derk Sauer

3.2. Date: December 10, 2013

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