

**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 tax payer identification number (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 6 out of 9 members of the Board of Directors within the established deadline.</b></p> <p>2.2. Results of voting on agenda items:  <b>On agenda item 1:</b>  Premature termination of powers of the Company's General Director.  Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.  AGAINST: NONE.  ABSTAINED: NONE.  TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.  The resolution was passed.</p> <p><b>On agenda item 2:</b>  Premature termination of powers of members of the Company's Executive Board.  Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.  AGAINST: NONE.  ABSTAINED: NONE.  TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.  The resolution was passed.</p> <p><b>On agenda item 3:</b>  Premature termination of powers of the Company's Chairman of the Board of Directors.  Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.  AGAINST: NONE.  ABSTAINED: NONE.  TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.  The resolution was passed.</p> <p><b>On agenda item 4:</b></p>

Premature termination of powers of the Company's Deputy Chairman of the Board of Directors.  
Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 5:**

Premature termination of powers of members of the Human Resources and Remuneration Committee of the Company's Board of Directors.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 6:**

Premature termination of powers of members of the Audit and Compliance Committee of the Company's Board of Directors.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 7:**

Election of the Company's General Director.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 8:**

Election of members of the Executive Board.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 9:**

Election of the Chairman of the Company's Board of Directors.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 10:**

Election of the Deputy Chairman of the Company's Board of Directors

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 11:**

Election of members of the Human Resources and Remuneration Committee of the Board of Directors.  
Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 12:**

Election of members of the Company's Audit and Compliance Committee.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 13:**

On the approval of the appointment of CFO/Deputy General Director and approval of the terms of the employment agreement.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Neil Osborn, Christophe Charlier – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 14:**

On determining the price (monetary value) of the asset to be divested as part of a related-party transaction - entering into an employment agreement with the Company's General Director.

Voted FOR: Ekaterina Salnikova, Valery Senko, Neil Osborn, Christophe Charlier – a total of 4 votes.

AGAINST: NONE.

ABSTAINED: NONE.

*Pursuant to Article 77.1 of the Federal Law "On Joint Stock Companies" the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Sergey Lavrukhin and Elena Myasnikova were not taken into consideration).*

TOTAL: FOR - 4 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**On agenda item 15:**

On approval of a related-party transaction – entering into an employment agreement between the Company and the Company's General Director.

Voted FOR: Ekaterina Salnikova, Valery Senko, Neil Osborn, Christophe Charlier – a total of 4 votes.

AGAINST: NONE.

ABSTAINED: NONE.

*Pursuant to Article 83.3 of the Federal Law "On Joint Stock Companies" a related-party transactions is approved by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Sergey Lavrukhin and Elena Myasnikova were not taken into consideration).*

TOTAL: FOR - 4 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

**2.3. Contents of the resolutions passed by the Issuer's Board of Directors****On agenda item 1:**

To terminate the powers of the Company's General Director Sergey Lavrukhin as of November 5, 2013 (last working day) voluntarily on the basis of a statement dated October 4, 2012 and received by the Company, and to terminate the Employment Agreement No. 120414001 dated June 25, 2012.

**On agenda item 2:**

To terminate the powers of the following members of the Company's Executive Board prematurely:

- Georgy Mikaberidze
- Alexander Lyubimov
- Stanislav Povolotsky
- Evgeny Shishkov

**On agenda item 3:**

To terminate the powers of the Company's Chairman of the Board of Directors Derk Sauer prematurely.

**On agenda item 4:**

To terminate the powers of the Company's Deputy Chairman of the Board of Directors Valery Senko prematurely.

**On agenda item 5:**

To terminate the powers of the following members of the Human Resources and Remuneration Committee of the Company's Board of Directors prematurely:

Chairman of the Committee:

Valery Senko;

Members of the Committee:

1. Derk Erik Sauer;
2. Neil Osborn.

**On agenda item 6:**

To terminate the powers of the following members of the Audit and Compliance Committee of the Company's Board of Directors:

Chairman of the Committee:

Christophe Francois Charlier;

Members of the Committee:

1. Marat Cherkasov;
2. Elena Myasnikova.

**On agenda item 7:**

To elect Derk Erik Sauer General Director of the Company as of November 6, 2013.

**On agenda item 8:**

To elect the following members of the Executive Board:

- Elena Myasnikova
- Nikolay Molibog
- Maria Erlandts
- Alexander Lyubimov

**On agenda item 9:**

To elect Valery Senko Chairman of the Company's Board of Directors.

**On agenda item 10:**

To elect Derk Sauer Deputy Chairman of the Company's Board of Directors.

**On agenda item 11:**

To elect the following members of the Human Resources and Remuneration Committee of the Board of Directors:

Chairman of the Committee:

Valery Senko;

Members of the Committee:

1. Sergey Lavrukhin;
2. Neil Osborn.

**On agenda item 12:**

To elect the following members of the Audit and Compliance Committee of the Board of Directors

Chairman of the Committee:

Christophe Francois Charlier;

Members of the Committee:

1. Marat Cherkasov;
2. Sergey Podsypanin.

**On agenda item 13:**

To approve the appointment of CFO/Deputy General Director Maria Erlandts and to approve the terms of the employment agreement in accordance with Schedule No. 2 to Minutes of the Board of Directors

meeting.

**On agenda item 14:**

To determine the price (monetary value) of property (monetary funds denominated in rubles) to be divested by the Company in accordance with a related-party transaction - entering into an employment agreement with the Company's General Director in the amount stipulated in the Employment Agreement with the Company's General Director (Schedule No. 1 to Minutes of the Board of Directors meeting), which is less than 2% of the Company's balance sheet value determined on the basis of the financial statement as of the last reporting date.

**On agenda item 15:**

1. To approve a related-party transaction – entering into an employment agreement between the Company and the Company's General Director Derk Erik Sauer – for an amount less than 2% of the Company's balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval, in accordance with the material terms set forth in Schedule 1 to Minutes of the Board of Directors meeting.

2. To empower Chairman of the Company's Board of Directors Valery Senko to sign the Employment Agreement with the Company's General Director Derk Erik Sauer on behalf of the Company.

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **November 5, 2013.**

2.5. Date and number of the minutes of the Issuer's Board of Directors (Supervisory Board) meeting at which the above-mentioned resolutions were passed: **Minutes No. 66 dated November 5, 2013.**

3. Signature

3.1. RBC OJSC President

(in accordance with power of attorney 178/13/rbc dated August 26, 2013.) \_\_\_\_\_ Derk Sauer  
(signature)

3.2. Date November 5, 2013

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