

**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://rbcholding.ru/filings.shtml
1.8. Date of the event (material fact) about which the notice was drawn up (if applicable)	September 21, 2020
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 Creditor) and Halverston Holdings Limited (the Obligor) – Supplementary Agreement No. 3 to Agreement No. 69-1502/6- dated 28.02.2015, whereby the Parties have agreed to extend the term for the performance of novated obligations to repay the Loan Amount and accrued interest until 31.12.2023. 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 Creditor) and Halverston Holdings Limited (the Obligor) – Supplementary Agreement No. 2 to Loan Agreement No. unnumbered dated 04.05.2010 (hereinafter "the Agreement") Whereas: A. Pintoleza Holdings Limited was the initial obligor (Borrower) under the Loan Agreement No. unnumbered dated 04.05.2010; B. Gattico Holding Ltd became the new obligor in accordance with the Agreement on the Assignment of Debt and Rights No. PD/GP/2 dated June 4, 2013 between Pintoleza Holdings Limited and Gattico Holding Ltd, whereby Gattico Holding Ltd owes the Lender accrued interest in the amount of USD 12,750,334.79 (twelve million seven hundred fifty thousand three hundred thirty four and 79/100 U.S. dollars); C. Gattico Holding Ltd's debt was assigned to Halverston Holdings Limited in accordance with the Agreement on the Assignment of Debt and Rights No. PD/GH-2 dated September 3, 2014 between Gattico Holding Ltd and Halverston Holdings Limited. The Parties have agreed to extend the deadline for the repayment of the accrued interest under the Agreement in the amount of RUB 800,691,699.04 (eight hundred million six hundred ninety one thousand six hundred ninety nine and 04/100 Russian rubles) until December 31, 2023. The Supplementary Agreement shall take effect from the date of its signing. <i>On agenda item 3:</i> To approve the resolution passed by PJSC "RBC," the sole member of GMS LLC, with the following wording of the resolution: "1. To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) – Supplementary Agreement No. 9 to Loan Agreement No. 71-1508/39 dated 18.08.2015 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, to reword Clauses 1.1., 1.4., and 2.3. of the Agreement to read as follows: "1.1. Pursuant to the Agreement, the Lender shall provide the Borrower with a RUB 240,000,000 (two hundred forty million ruble) loan (hereinafter, the "Loan Amount") (VAT not applicable) for a period until December 31, 2023, and the Borrower shall repay the said Loan Amount within the timeframe stipulated in the Agreement and pay interest set out in the Agreement. The loan shall mature on December 31, 2023 (inclusive). 2.3. The Borrower shall repay the Loan Amount in full as indicated herein and pay interest on the loan no later than December 31, 2023 inclusive." The Supplementary Agreement shall take effect from the date of its signing. 2. To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1704/2- dated 03.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."</p>	

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

3. To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) – Supplementary Agreement No. 4 to Loan Agreement No. 71-1704/67- dated 26.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

4. To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1706/28- dated 19.06.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

5. To approve a transaction between GMS LLC (the Borrower) and JSC "RU-CENTER" (the Lender) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1709/22 dated 27.09.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

6. To approve a transaction between GMS LLC (the Borrower) and "Registrar R01" LLC (the Lender) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1704/65- dated 26.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

7. To approve a transaction between GMS LLC (the Borrower) and "SpaceWeb" LLC (the Lender) – Supplementary Agreement No. 3 to Loan Agreement No. 71-1807/16 dated 06.07.2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, specifically:

To reword Clause 1.2.5. of the Agreement to read as follows:

"1.2.5. The Borrower shall repay the amount of loans that had been received but not repaid early no later than 31.12.2023.

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

On agenda item 4:

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

"1. To approve a transaction between JSC "RU-CENTER" (the Lender) and GMS LLC (the Borrower) - Supplementary Agreement No. 9 to Loan Agreement No. 71-1508/39 dated 18.08.2015 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, to reword Clauses 1.1., 1.4., and 2.3. of the Agreement to read as follows:

"1.1. Pursuant to the Agreement, the Lender shall provide the Borrower with a RUB 240,000,000 (two hundred forty million ruble) loan (hereinafter, the "Loan Amount") (VAT not applicable) for a period until December 31, 2023, and the Borrower shall repay the said Loan Amount within the timeframe stipulated in the Agreement and pay interest set out in the Agreement.

1.4. The loan shall mature on December 31, 2023 (inclusive).

2.3. The Borrower shall repay the Loan Amount in full as indicated herein and pay interest on the loan no later than December 31, 2023 inclusive."

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

2. To approve a transaction between JSC "RU-CENTER" (the Lender) and GMS LLC (the Borrower) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1704/2- dated 03.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

3. To approve a transaction between JSC "RU-CENTER" (the Lender) and GMS LLC (the Borrower) – Supplementary Agreement No. 4 to Loan Agreement No. 71-1704/67- dated 26.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

4. To approve a transaction between JSC "RU-CENTER" (the Lender) and GMS LLC (the Borrower) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1706/28- dated 19.06.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023."

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

5. To approve a transaction between JSC "RU-CENTER" (the Lender) and GMS LLC (the Borrower) – Supplementary Agreement No. 1 to Loan Agreement No. 71-1709/22 dated 27.09.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023.

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

On agenda item 5:

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 GMS LLC – Supplementary Agreement No. 1 to Loan Agreement No. 71-1704/65- dated 26.04.2017" with the following wording of the resolution:

"To approve a transaction between "Registrar R01" LLC (the Lender) and GMS LLC (the Borrower) - Supplementary Agreement No. 1 to Loan Agreement No. 71-1704/65- dated 26.04.2017 (hereinafter "the Agreement"), whereby the Parties have agreed to extend the term for the repayment of the Loan Amount under the Agreement until December 31, 2023 inclusive and, therefore, 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, 2023.

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 "SpaceWeb" LLC (the Lender) and GMS LLC (the Borrower) - Supplementary Agreement No. 3 to Loan Agreement No. 71-1807/16 dated 06.07.2018 (hereinafter, the "Agreement"), whereby the Parties have agreed to amend the Agreement, specifically:

To reword Clause 1.2.5. of the Agreement to read as follows:

"1.2.5. The Borrower shall repay the amount of loans that had been received but not repaid early no later than 31.12.2023.

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

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the respective resolutions were passed: **September 18, 2020.**

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. 160 dated September 21, 2020**

3. Signature

3.1. General Director

Nikolay Molibog

(signature)

3.2. Date _____ September 21, 20 20

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