

DRAFT RESOLUTIONS TO BE PASSED BY THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF RBC OJSC

Agenda item 1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.

Draft resolution: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.

Agenda item 2. Distribution of the Company's profit and losses based on 2011 results, including the payout of dividends on the Company's shares for 2011.

Draft resolution: Not to distribute the Company's profit and losses based on 2011 results, including not to pay out dividends on the Company's shares for 2011.

Agenda item 3. Approval of the Company's auditor.

Draft resolution: To approve Grant Thornton CJSC as RBC OJSC's auditor for 2012.

Agenda item 4. Election of members of the Audit and Compliance Committee of the Company.

Draft resolution: To determine that the Company's Audit and Compliance Committee shall consist of three members. To elect the following members to the Company's Audit and Compliance Committee:

- 1.
- 2.
- 3.

Candidates for the election to the Audit and Compliance Committee:

1. Marina Risukhina
2. Andrey Kononov
3. Olga Chernova

Agenda item 5. Election of members of the Board of Directors of the Company.

Draft resolution: To elect the following members to the Company's Board of Directors:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.

Candidates for the election to the Company's Board of Directors:

1. Valery Senko
2. Sergey Lavrukhin
3. Mikhail Sosnovsky
4. Ekaterina Salnikova
5. Christophe Charlier
6. Konstantin Babunov
7. Neil Osborn
8. Michael Hammond
9. Alexander Morgulchik

Agenda item 6. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

Draft resolution: To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company's Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;
2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.

Agenda item 7. Approval of a new version of the Company's Articles of Association.

Draft resolution: To approve of a new version of the Company's Articles of Association (version No. 6).

Agenda item 8. Approval of a new version of the Regulations on the Company's Board of Directors.

Draft resolution: To approve of a new version of the Regulations on the Company's Board of Directors.