

**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 address	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)	October 2, 2019
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 the resolution of PJSC "RBC," the sole member of GMS LLC, and 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 voting shares, with the following wording: "To approve a transaction between GMS LLC and JSC "RU-CENTER" – Loan Agreement No. 71-1909/7 (hereinafter, the "Agreement") in accordance with which <u>The Parties of the transaction:</u> JSC "RU-CENTER" (the "Lender") and GMS LLC (the "Borrower"). <u>Loan amount:</u> RUB 300,000,000 (three hundred million rubles). <u>Other material terms of the Agreement:</u> The Lender shall be entitled to provide the loan in installments. The loan shall be deemed granted at the time when monetary funds are credited to the Borrower's settlement account. The Borrower shall be entitled to repay the loan early and in installments. The loan shall be deemed repaid at the time when monetary funds are credited to the Lender's settlement account. The Agreement shall take effect immediately upon its signing by the Parties and remain in effect until the Parties have discharged their obligations in full." <i>On agenda item 2:</i> To approve the wording of a resolution passed by PJSC "RBC," the sole member of GMS LLC: "To approve a transaction between GMS LLC and Softspot Holdings Limited - Loan Agreement No. 71-1908/71 dated 05.09.2019 (hereinafter, the "Agreement"), in accordance with which <u>The Parties of the transaction:</u> Softspot Holdings Limited (the "Lender") and GMS LLC (the "Borrower") <u>Loan amount:</u> RUB 187,000,000 (one hundred eighty seven million rubles) <u>Loan purpose:</u> financing current assets <u>Other material terms of the Agreement:</u> The Borrower shall repay the loan amount no later than June 14, 2022. Interest for using the loan shall accrue at 5.8% per annum. For the purpose of calculating the amount of accrued interest, the day of loan provision shall be included in the calculation, and the day of loan (respective part thereof) repayment shall be excluded. In the event of partial loan repayment, accrued interest shall be paid concurrently with the repayment of the outstanding amount. The Agreement shall take effect immediately upon its signing by the Parties and remain in effect until the Parties have discharged their obligations in full." <i>On agenda item 3:</i> To approve that a representative of PJSC "RBC" votes "FOR" on the following agenda items of the extraordinary</p>	

General Meeting of "RBK Online" LLC members:

On the agenda item: On approval of a resolution of the sole shareholder of JSC "RBC-TV"

with the following wording of the resolution:

1. "To terminate prematurely the powers of JSC "RBC-TV's" General Director Timofey Shcherbakov at his request effective from September 30, 2019 (the last working day).
2. Effective from October 1, 2019, to elect Nikolay Molibog General Director of JSC "RBC-TV" for a three-year term in a concurrent position.
3. To approve the terms of the Employment Agreement with the General Director of JSC "RBC-TV" Nikolay Molibog as per the presented draft and to determine the amount of remuneration, bonuses, and compensations payable to the General Director of JSC "RBC-TV" Nikolay Molibog as per the terms of his Employment Agreement."

On agenda item 4:

To approve the wording of a resolution passed by PJSC "RBC," the sole shareholder of JSC "ROSBUSINESSCONSULTING":

1. "Effective from November 6, 2019, to elect Nikolay Molibog General Director of JSC "ROSBUSINESSCONSULTING" for a three-year term in a concurrent position.
2. To approve the terms of the Employment Agreement with the General Director of JSC "ROSBUSINESSCONSULTING" Nikolay Molibog as per the presented draft and to determine the amount of remuneration, bonuses, and compensations payable to the General Director of JSC "ROSBUSINESSCONSULTING" Nikolay Molibog as per the terms of his Employment Agreement."

On agenda item 5:

To consent to PJSC "RBC's" General Director Nikolay Molibog's concurrent holding of the position of JSC "RBC-TV's" General Director.

On agenda item 6:

To allow PJSC "RBC's" General Director Nikolay Molibog to hold concurrently the office of JSC "RBC-TV's" General Director.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **September 30, 2019**

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. 138 dated October 2, 2019.**

3. Signature

3.1. General Director

Nikolay Molibog

(signature)

3.2. Date " ____ October 2, 20 19

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