

**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>  <a href="http://rbcholding.ru/filings.shtml">http://rbcholding.ru/filings.shtml</a>

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 was quorate, and members of the Board of Directors were 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>  On election of the Chairman of the Company's Board of Directors;  Voted <b>FOR</b>: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.  AGAINST: none.  ABSTAINED: none.  TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><b>On agenda item 2:</b>  On election of Deputy Chairman of the Company's Board of Directors.  Voted <b>FOR</b>: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.  AGAINST: none.  ABSTAINED: none.  TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><b>On agenda item 3:</b>  On election of the Secretary of the Company's Board of Directors.  Voted <b>FOR</b>: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.  AGAINST: none.  ABSTAINED: none.  TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><b>On agenda item 4:</b>  On election of members of the Human Resources and Remuneration Committee of the Company's Board of Directors.  Voted <b>FOR</b>: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.  AGAINST: none.  ABSTAINED: none.  TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><b>On agenda item 5:</b></p>	

On election of the members of the Audit and Compliance Committee of the Company's Board of Directors.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 6:**

On approval of the General Director of the Company holding concurrent positions in management bodies of other organizations.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 7:**

On the Company's financial performance in January-May 2014.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 8:**

On 2014 financial performance forecast.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 9:**

On the Company's operating and financial performance in January-April 2014.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 10:**

On progress in the re-organization of the Hosting group of companies.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 11:**

On the sale of non-business Internet assets of the RBC group of companies.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

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

**On agenda item 12:**

On progress in revamping rbc.ru Internet resource.

Voted **FOR**: Derk Sauer, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Nikolay Molibog, Alexander Lyubimov, Sergey Podsypanin, Jurijs Adamovics – 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 Issuer's Board of Directors:

**On agenda item 1:**

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

**On agenda item 2:**

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

**On agenda item 3:**

To elect Yulia Krivororytova Secretary of the Company's Board of Directors.

**On agenda item 4:**

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

**Chairman of the Committee:**

Jurijs Adamovics

**Members of the Committee:**

Derk Sauer

Valery Senko

**On agenda item 5:**

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

**Chairman of the Committee:**

Valery Senko

**Members of the Committee:**

Jurijs Adamovics

Pavel Danilov

**On agenda item 6:**

To approve Nikolay Molibog's holding concurrent position of the Company's General Director and General Director of the following companies: AdLine LLC and Regional Network Information Center CJSC.

To approve Nikolay Molibog's holding concurrent position of the Company's General Director and President of Foundation for Assistance for Internet Technologies and Infrastructure Development.

**On agenda item 7:**

To consider the report on the Company's financial performance in January-May 2014 presented by Deputy General Director for Financial and Economic Affairs Maria Elrandts.

**On agenda item 8:**

To consider the information on 2014 financial performance forecast presented by Deputy General Director for Financial and Economic Affairs Maria Elrandts.

**On agenda item 9:**

To consider the report the Company's operating and financial performance in January-April 2014 presented by the Company's Chairman of Board of Directors Derk Sauer.

**On agenda item 10:**

To consider the information on progress in the re-organization of the Hosting group of companies.

**On agenda item 11:**

To consider the information on the sale of non-business Internet assets of the RBC group of companies presented by the Company's General Director and member of the Board of Directors Nikolay Molibog.

**On agenda item 12:**

To consider the information on progress in revamping rbc.ru Internet resource presented by the Company's General Director and member of the Board of Directors Nikolay Molibog.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant

resolution was passed: **July 3, 2014.**  
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 No. 75 dated July 4, 2014 г.**

3. Signature	
3.1. RBC OJCS General Director	_____ (signature)
3.2. Date: July 4, 2014	Seal