

**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	<b>RBC Public Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC PJSC</b>
1.3. Issuer's address	<b>Moscow</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 Council) meeting: <b><i>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 7 out of 7 members of the Board of Directors within the established deadline.</i></b></p> <p>2.2. Results of voting on agenda items: <b><i>On all agenda items:</i></b> Voted: FOR: Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Irina Esipenko, Vadim Medvedev, 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 Board of Directors: <b><i>On agenda item 1:</i></b> To approve a transaction between RBC PJSC (the Borrower) and Softspot Holdings Limited (the Lender) – Supplementary Agreement No. 3 dated 20.12.2017 to Loan Agreement dated 21.07.2015 (hereinafter, the "Contract"), whereby the Parties have agreed to change the loan repayment period and interest payment procedure and, therefore, to amend Clauses 1.1. and 2.4. of the Contract, which shall be reworded as follows: "1.1. Pursuant to the Agreement, the Lender shall grant the Borrower a loan of USD 3,500,000.00 (three million five hundred thousand and 00/100 U.S. dollars), and the Borrower shall repay the said loan amount in U.S. dollars or in Russian rubles at the exchange rate set by the Central Bank of Russia on the repayment date within the timeframe stipulated in Clause 2.2. hereof. 2.4. The Borrower shall pay the Lender the accrued interest on the loan at the end of the term for loan repayment." The Supplementary Agreement shall take effect immediately upon its signing by the Parties.</p> <p><b><i>On agenda item 2:</i></b> To terminate RBC PJSC's participation in Ikomalex Holdings Limited, a private company duly incorporated under the laws of Cyprus with registration number HE 220183, having its registered address at: Stasinou 1, MITSU BUILDING 1, 1st floor, Flat/Office 4, Plateia Eleftherias, 1060, Nicosia, Cyprus, by entering into a Share Purchase Agreement with Pintoleza Holdings Limited in respect of 2,220 (two thousand two hundred twenty) ordinary shares with nominal value of €1.00 (one) Euro each, the aggregate purchase price being RUB 300,000 (three hundred thousand rubles).</p> <p><b><i>On agenda item 3:</i></b> To approve a transaction between RBC PJSC (the Seller) and Pintoleza Holdings Limited (the Purchaser) – Share Purchase Agreement <b>in respect of Ikomalex Holdings Limited</b>, in accordance to which RBC PJSC sells to Pintoleza Holdings Limited 2,220 (two thousand two hundred twenty) ordinary shares of Ikomalex Holdings Limited, a private company duly incorporated under the laws of Cyprus with registration number HE 220183, with nominal value of €1.00 (one) Euro each for the total purchase price of RUB 300,000 (three hundred thousand rubles).</p> <p><b><i>On agenda item 4:</i></b> To approve the resolution of the sole member of CONCORDE LLC — RU-Center Group LLC, in which RBC PJSC indirectly holds more than a 2% (two percent) participatory interest in its authorized capital, with the following wording:</p> <ol style="list-style-type: none"> <li>1. From March 4, 2018, to elect Alexander Shpagin General Director of CONCORDE LLC for a period of 3 (three) years, to hold the office concurrently.</li> <li>2. To approve the terms and provisions of the Employment Agreement with General Director of CONCORDE LLC Alexander Shpagin according to the presented draft.</li> <li>3. To determine the size of remuneration, bonuses, and compensation payable to General Director of CONCORDE LLC Alexander Shpagin under the Employment Agreement to be concluded with him.</li> </ol>	

4. To instruct the sole member of CONCORDE LLC, RU-Center Group LLC, to sign the approved version of the Employment Agreement with Alexander Shpagin on behalf of CONCORDE LLC.
5. To approve CONCORDE LLC's General Director Alexander Shpagin's holding a concurrent position of SpaceWeb LLC's General Director.

**On agenda item 5:**

To approve the resolution of the sole member of SpaceWeb LLC — CONCORDE LLC, in which RBC PJSC indirectly holds more than a 2% (two percent) participatory interest in its authorized capital, with the following wording:

1. From March 4, 2018, to elect Alexander Shpagin General Director of SpaceWeb LLC for a period of 3 (three) years.
2. To approve the terms and provisions of the Employment Agreement with General Director of SpaceWeb LLC Alexander Shpagin according to the presented draft.
3. To determine the size of remuneration, bonuses, and compensation payable to General Director of SpaceWeb LLC Alexander Shpagin under the Employment Agreement to be concluded with him.
4. To instruct the sole member of SpaceWeb LLC — CONCORDE LLC, to sign the approved version of the Employment Agreement with Alexander Shpagin on behalf of SpaceWeb LLC.
5. To approve SpaceWeb LLC's General Director Alexander Shpagin's holding a concurrent position of CONCORDE LLC's General Director.
6. To allow SpaceWeb LLC's General Director Alexander Shpagin to hold a concurrent position with a different employer, i.e. CONCORDE LLC's General Director.

**On agenda item 6:**

To approve the resolution of the sole member of Global Media Solutions LLC — RBC PJSC, on the reorganization of Global Media Solutions LLC in the form of a merger with AdLine LLC (OGRN 1067760057573, TIN 7717574001, registered address: 78 Profsoyuznaya St., building 1, room 41, suite VII, 4th floor, Moscow 117393).

**On agenda item 7:**

To approve the resolution of the sole member of AdLine LLC — RBC PJSC, on the reorganization of AdLine LLC in the form of a merger with Global Media Solutions LLC (OGRN 1077761638833, TIN 7709762467, registered address: 78 Profsoyuznaya St., building 1, room 15, suite III, 9th floor, Moscow 117393).

**On agenda item 8:**

To approve the resolution of the sole member of CONCORDE LLC — RU-Center Group LLC, in which RBC PJSC indirectly holds more than a 2% (two percent) participatory interest in its authorized capital, on the reorganization of CONCORDE LLC in the form of a merger with Hosting-Center LTD (OGRN 5067746965480, TIN 7728596938, registered address: 2 3rd Khoroshevskaya St., building 1, room 6, suite I, 4th floor, Moscow 123308, Russia

**On agenda item 9:**

To approve the resolution of the sole member of Hosting-Center LTD — CONCORDE LLC, in which RBC PJSC indirectly holds more than a 2% (two percent) participatory interest in its authorized capital, on the reorganization of Hosting-Center LTD in the form of a merger with CONCORDE LLC (OGRN 1037843015330, TIN 7825444835, registered address: 18 Tsvetochnaya St., building A, office 137, St. Petersburg 196084, Russia

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolutions were passed: **February 16, 2018.**

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. 110 dated February 16, 2018.**

3. Signature

3.1. Attorney-In-Fact  
(Power of Attorney No. 445/17/rbk dated  
26.12.2017)

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(signature)

Igor Selivanov

3.2. Date      \_\_\_\_  February 16,  2018

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