

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF RBC OJSC**

Item 1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts), as well as the allocation of the Company's profits and losses based on 2010 results.

Draft resolution: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts), as well as the allocation of the Company's profits and losses based on 2010 results.

Item 2. Distribution of profit and losses of the Company based on 2010 results, including the payout of dividends on the Company's shares for 2010.

Draft resolution: Not to distribute profit and losses of the Company based on 2010 results, including not to pay out dividends on the Company's shares for 2010.

Item 3. Approval of the Company's auditor.

Draft resolution: To approve Grant Thornton as RBC OJSC's 2011 auditor.

Item 4. Determining the size of the company's Audit and Compliance Committee.

Draft resolution: To determine the size of the company's Audit and Compliance Committee - three people.

Item 5. Election of members of the Audit and Compliance Committee of the Company

Draft resolution: To elect the following members to the Audit and Compliance Committee of the Company:

- 1.
- 2.
- 3.

Candidates for the Audit and Compliance Committee

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

Item 6. Election of members of the Board of Directors of the Company.

Draft resolution: To elect the following people as members of the Board of Directors of the Company:

- 1.
- 2.

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

Candidates for the Board of Directors:

1. Sergey Lavrukhin
2. Alexander Morgulchik
3. Vladimir Pakhomov
4. Valery Senko
5. Christophe Charlier
6. Anton Kiryukhin
7. Michael Hammond
8. Neil Osborn
9. Ekaterina Salnikova

Item 7. 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 for documented expenses to 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 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.

Item 8. Approval of a new version of the Regulations on the General Meeting of Shareholders.

Draft resolution: To approve a new version of the Regulations on the General Meeting of Shareholders.

Item 9. Approval of a new version of the Regulations on the Board of Directors of RBC OJSC.

Draft resolution: To approve a new version of the Regulations on the Board of Directors of RBC OJSC.

Item 10. Approval of a new version of the Regulations on the Audit and Compliance Committee

Draft resolution: To approve a new version of the Regulations on the Audit and Compliance Committee.