

**Material fact notice on a general meeting of issuer's shareholders and resolutions adopted by it**

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
2.1. Type of the general meeting of the Issuer's participants (shareholders) (annual (ordinary), extraordinary): <b>annual general meeting of the Company's shareholders (AGM).</b>
2.2. Form of the general meeting of the Issuer's participants (shareholders) (joint presence of the issuer's shareholders or absentee voting): <b>meeting (joint attendance of shareholders to discuss items on the agenda and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.</b>
2.3. Date and place of the AGM: <b>June 24, 2016 RBC offices at 78 Profsoyuznaya Street, Moscow</b>
2.4. The quorum of the general meeting of the Issuer's participants (shareholders): <b>Persons who held a total of 263,112,616 votes, which corresponds to 71.9612% of the total votes of the persons entitled to participate in the AGM, were registered by 11 a.m. local time.</b>
2.5. The agenda of the general meeting of the Issuer's participants (shareholders):
<b>1. Approval of the Company's annual report, annual financial statement for 2015.</b>
<b>2. Distribution of the Company's profit and losses, including the payout of dividends for 2015.</b>
<b>3. Approval of the Company's auditor.</b>
<b>4. Determining the number of the Board of Directors members.</b>
<b>5. Election of the Board of Directors members.</b>
<b>6. Election of the members of the Company's Audit and Compliance Committee:</b>
2.6. The results of voting on items on the general meeting agenda, for which the quorum was achieved, and resolutions passed by the issuer's shareholders:
<b>Agenda item 1. Approval of the Company's annual report, annual financial statement for 2015.</b>

Number of votes held by persons entitled to participate in the general meeting.	<b>365,631,010</b>
Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	<b>365,631,010</b>
Number of votes held by persons who participated in the general meeting on this agenda item.	<b>263,112,616</b>
Quorum (%)	<b>71.9612</b>

The quorum on this agenda item was **achieved**. Voting was made by ballot paper 1.

**RESULTS OF THE VOTING:**

Voting options	Number of votes	% of shareholders who participated in the meeting
<b>FOR</b>	<b>263,038,776</b>	<b>99.9719</b>
AGAINST	1,844	0.0007
ABSTAINED	30,400	0.0116
Number of shareholders who did not vote		493
Number of votes that were not tallied as the ballots were recognized as invalid:		41,103

**The resolution on this item was passed based on the voting results.**

**Agenda item 2. Distribution of the Company's profit and losses, including the payout of dividends for 2015.**

Number of votes held by persons entitled to participate in the general meeting.	<b>365,631,010</b>
Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	<b>365,631,010</b>
Number of votes held by persons who participated in the general meeting on this agenda item.	<b>263,112,616</b>
Quorum (%)	<b>71.9612</b>
The quorum on this agenda item was <b>achieved</b> . Voting was made by ballot paper 2.	

**RESULTS OF THE VOTING:**

Voting options	Number of votes	% of shareholders who participated in the voting
<b>FOR</b>	<b>263,027,480</b>	<b>99.9676</b>
AGAINST	30,944	0.0118
ABSTAINED	12,596	0.0048
Number of shareholders who did not vote		493
Number of votes that were not tallied as the ballots were recognized as invalid:		41,103

**The resolution on this item was passed based on voting results.**

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

Number of votes held by persons entitled to participate in the general meeting.	<b>365,631,010</b>
Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	<b>365,631,010</b>
Number of votes held by persons who participated in the general meeting on this agenda item.	<b>263,112,616</b>
Quorum (%)	<b>71.9612</b>
The quorum on this agenda item was <b>achieved</b> . Voting was made by ballot paper 3.	

**RESULTS OF THE VOTING:**

Voting options	Number of votes	% of shareholders who participated in the voting
<b>FOR</b>	<b>263,040,120</b>	<b>99.9724</b>
AGAINST	30,300	0.0115
ABSTAINED	600	0.0002
Number of shareholders who did not vote		493
Number of votes that were not tallied as the ballots were recognized as invalid:		41,103

**The resolution was passed based on voting results.**

**Agenda item 4. Determining the number of the Board of Directors members.**

Number of votes held by persons entitled to participate in the general meeting.	<b>365,631,010</b>
Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing,	<b>365,631,010</b>

convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	
Number of votes held by persons who participated in the general meeting on this agenda item.	<b>263,112,616</b>
Quorum (%)	<b>71.9612</b>
The quorum on this agenda item was <b>achieved</b> . Voting was made by ballot paper 4.	

**RESULTS OF THE VOTING:**

Voting options	Number of votes	% of shareholders who participated in the voting
<b>FOR</b>	<b>263,058,110</b>	<b>99.9793</b>
AGAINST	1,144	0.0004
ABSTAINED	11,766	0.0045
Number of shareholders who did not vote		493
Number of votes that were not tallied as the ballots were recognized as invalid:		41,103

**The resolution was passed based on voting results.**

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

Number of cumulative votes held by persons entitled to participate in the meeting:	<b>2,559,417,070</b>
Number of cumulative votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	<b>2,559,417,070</b>
Number of cumulative votes held by persons who participated in the general meeting on this agenda item.	<b>1,841,788,312</b>
Quorum (%)	<b>71.9612</b>
The quorum on this agenda item was <b>achieved</b> . Voting was made by ballot paper 5.	

**RESULTS OF THE CUMULATIVE VOTING:**

#	Candidate's name	Number of cumulative votes
FOR - breakdown of votes by candidates		
1.	Dmitry Usanov	312,792,592
2.	Dmitry Razumov	296,208,337
3.	Derk Erik Sauer	257,821,818
4.	Nikolay Molibog	254,207,824
5.	Alexander Lyubimov	240,371,166
6.	Elena Myasnikova	240,364,028
7.	Andrey Kononov	239,364,158
8.	Natalia Sharshova	81,930
9.	Mikhail Sosnovsky	11,030
10.	Alexander Zubkov	1,130
11.	Ekaterina Salnikova	1,130
Against all:		5,600
Abstained:		291,662
Number of votes that did not participate in the voting:		82
Number of cumulative votes that were not tallied as the ballots were recognized as invalid:		262,374

**The following persons were elected based on the voting results:**

Dmitry Usanov, Dmitry Razumov, Derk Erik Sauer, Nikolay Molibog, Alexander Lyubimov, Elena Myasnikova, Andrey Kononov.

**Agenda item 6. Election of the members of the Company's Audit and Compliance Committee:**

Number of votes held by persons entitled to participate in the general meeting.	<b>365,631,010</b>
Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012.	<b>364,412,240</b>
Number of votes held by persons who participated in the general meeting.	<b>261,893,846</b>
Quorum (%)	<b>71.8675</b>
The quorum on this agenda item was <b>achieved</b> . Voting was made by ballot paper 6.	

#### RESULTS OF THE VOTING:

#	Candidate's name	FOR		AGAINST		ABSTAINED		INVALID	
		Number of votes	%	Number of votes	%	Number of votes	%	Number of votes	%
1	Marina Risukhina	261,827,127	99.9745	844	0.0003	30,700	0.0117	34,682	0.0132
2	Olga Chernova	261,825,171	99.9738	0	0.0000	30,700	0.0117	37,482	0.0143
3	Alexandra Filippenko	261,824,327	99.9735	844	0.0003	30,700	0.0117	37,482	0.0143
Number of votes that did not take part in the voting:		493							

#### The following persons were elected based on the voting results:

Marina Risukhina, Olga Chernova, Alexandra Filippenko.

2.7. Wording of the resolutions passed by the AGM:

**Resolution on agenda item 1: To approve the Company's annual report, annual financial statement for 2015.**

**Resolution on agenda item 2: Not to distribute profit of the Company based on 2015 results due to a loss. Not to pay dividends on the Company's ordinary shares for 2015.**

**Resolution on agenda item 3: To approve Baker Tilly Rus ( OGRN 1027700115409, address: 32A Khoroshevskoye Highway, Moscow 123007 ) as the Company's auditor in 2016.**

**Resolution on agenda item 4: To determine that the Company's Board of Directors shall consist of seven members.**

**Resolution on agenda item 5: To elect the following members to the Company's Board of Directors:**

1. **Dmitry Usanov**
2. **Dmitry Razumov**
3. **Derk Erik Sauer**
4. **Nikolay Molibog**
5. **Alexander Lyubimov**
6. **Elena Myasnikova**
7. **Andrey Kononov**

**Resolution on agenda item 6: To elect the following members to the Company's Audit and Compliance Committee:**

1. **Marina Risukhina;**
2. **Alexandra Filippenko;**
3. **Olga Chernova.**

2.8. Date of the minutes of the AGM: **Minutes 17 dated June 24, 2016.**

2.9. Identification attributes of the shares whose holders are entitled to take part in the Issuer's AGM: **ordinary registered shares of the Company, state registration number of the issue 1-02-56413-N.**

3. Signature

3.1. Attorney-in-Fact  
(Power of Attorney No. 465/14/rbk dated \_\_\_\_\_)

Igor Selivanov

26.12.2014)

\_\_\_\_\_  
(signature)

Date

\_\_\_\_ June 24, 20 16

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