

**APPROVED**  
**by the resolution of the Board of Directors**  
**of RBC OJSC dated March 22, 2011**  
**(Minutes No. 19 dated March 22, 2011)**

**REGULATIONS**  
**ON THE AUDIT AND COMPLIANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**RBC OJSC**

## **1. General Provisions**

1.1. These Regulations on the Audit and Compliance Committee (hereinafter, the “Regulations”) of the Board of Directors of RBC OJSC (hereinafter, the “Company”) shall serve as the main document regulating the activities of the Audit and Compliance Committee of the Board of Directors (hereinafter, the “Committee”) and defining its competence, as well as the procedure for its formation and functioning.

1.2. The Committee shall be a subsidiary body of the Board of Directors formed for the preliminary consideration of matters related to the Company’s financial and economic activities. The resolutions of the Committee shall be of an advisory nature for the Board of Directors.

1.3. In its activities, the Committee shall be governed by applicable laws of the Russian Federation, the Articles of Association of the Company, the Regulations on the Board of Directors and these Regulations.

## **2. Purpose of Creation and Authority of the Committee**

2.1. The main purpose of the creation of the Committee shall be to assist the Board of Directors in its supervision over the financial and economic activities of the Company through the preliminary consideration and preparation of recommendations for the Board of Directors regarding matters stipulated in Clause 2.3 hereof.

2.2. The Committee shall help ensure the actual participation of members of the Board of Directors in overseeing the activities of the Company and establishing their personal awareness thereof.

2.3. The Committee shall have authority over the following matters:

2.3.1. The Company’s interaction with auditors and the analysis of the Company’s financial statements:

- a) Assessing the candidates for the position of the Company’s auditor, preparing recommendations for the Board of Directors on the election of an independent auditor;
- b) Preparing recommendations on the amount of remuneration to be paid to auditors for their services;
- c) Supervising the scope and the results of procedures carried out by auditors and their efficiency, as well as evaluating the objectiveness of auditors;
- d) Supervising the implementation of the auditor’s recommendation by the Company’s management;
- e) Analyzing accounting reports and audit results, discussing them with external auditors and the Company’s management prior to their consideration by the Board of Directors;
- f) Considering important accounting and auditing matters, changes and amendments in the accounting policy that could affect the financial performance of the Company;
- g) Preparing an assessment of the report issued by the Company’s auditor - in the form of materials for the general meeting of shareholders of the Company.

2.3.2. Supervision over the system of internal control of the Company and analysis of its efficiency, assistance for the efficient operation of the internal control system and cooperation between external audit and internal control:

- a) Cooperating with the Audit and Compliance Committee of the Company;
- b) Supervising the implementation of the auditor’s recommendation by the Company’s management;
- c) Preparing recommendations for the Board of Directors on the improvement of internal control procedures of the Company;
- d) Preparing recommendations on the introduction of changes and additions to internal documents of the Company regulating the internal control system’s operation;
- e) Considering proposals and preparing recommendations on the management of risks arising out of the financial and economic activities of the Company;
- f) Reviewing reports on the activities of the Company’s internal control bodies.

2.3.3. Consideration of proposals and preparation of recommendations for the Board of Directors on the formation of the Company’s financial and economic plan, supervision over the exact implementation of said plan, including quarterly hearings of a report by the person responsible for the implementation of the financial and economic plan and deviations from it.

2.3.4. Provision of information to the Board of Directors on violations uncovered during the corresponding period of the Company’s activities and suggestions on their elimination. Conclusions on uncovered violations shall also be provided to the Audit and Compliance Committee of the Company.

2.3.5 Provision of reports for consideration to the Board of Directors on matters related to commercial and other risks connected with specific deals and transactions of the Company, as well as an evaluation of the adequacy of control and risk management systems.

2.3.6 Preparation of recommendations for the Board of Directors regarding the feasibility, validity and efficiency of transactions that are outside the scope of the Company's financial and economic plan (irregular transactions) in the course of the Company's financial and economic activities.

2.3.7 Other matters related to the abovementioned issues, as well as other matters upon the request of the Company's Board of Directors.

### **3. Members of the Committee**

3.1. The Committee shall consist of three (or more) members.

3.2. The Committee shall consist of only independent (those who comply with the independence criteria stipulated in Clause 2.6. of the Regulations on the Board of Directors of the Company) and non-executive (those who are not members of the Company's executive bodies) members of the Board of Directors. Persons who are not members of the Committee, but have required professional knowledge, may be engaged as experts in the Committee's work.

3.3. A Chairman of the Committee shall be appointed to manage the Committee's activities and coordinate its interaction with the Board of Directors. The Committee Chairman shall ensure the objectiveness of the Committee's recommendations issued for the Board of Directors of the Company.

3.4. Only an independent member of the Board of Directors shall be the Chairman of the Committee. The Chairman may be a member of other committees of the Board of Directors, but may not be Chairman of another committee.

3.5. Where required, the meetings of the Committee may be attended by the Company's General Director, members of the Board of Directors, members of the Company's Audit and Compliance Committee, the Company's auditor, head of the department that performs the internal control functions, other officials and employees of the Company.

3.6. The Secretary of the Committee shall be appointed by a resolution of the Committee.

### **4. Formation of the Committee**

4.1. At the first meeting following the election of a new Board of Directors, its members shall elect a Chairman and members of the Committee from independent and non-executive members of the Board of Directors presented by any member of the Board of Directors, and the Chairman and members of the Committee shall act until the appointment of a new Board of Directors of the company. Changes in the composition of the Committee may be introduced at any time in accordance with a resolution by the Company's Board of Directors.

4.2. During the election of the Chairman and members of the Committee, the following factors shall be taken into consideration: education, professional experience, work experience in the sphere of the Committee's activities, experience with financial and economic documentation, and other special knowledge required for members of the Committee to perform functions.

### **5. Meetings of the Committee**

5.1. The Committee's working meetings shall be held in accordance with the work schedule approved at the Committee's meeting as appropriate.

5.2. The Chairman of the Committee shall determine the agenda of the meeting. At the same time, any member of the Committee shall be granted the opportunity to suggest issues for the agenda. The agenda may be amended or supplemented upon mutual consent of the members of the Committee.

5.3. The meeting shall be convened by the Chairman of the Committee at his or her own initiative, or upon demand of a member of the Committee. The Chairman and members of the Committee may demand that an unscheduled meeting of the Committee, not provided for by the Committee's work schedule, be convened. Members of the Board of Directors who are not simultaneously members of the Committee, the Company's General Director, members of the Company's Audit and Compliance Committee, the Company's auditor, as well as experts invited to take part in a meeting of the Committee may submit proposals to consider issues that fall within the competence of the Committee. Such issue may be considered either at the next scheduled working meeting of the Committee, or, if the issue is of special importance and urgency, at a specially convened meeting of the Committee.

- 5.4. Reasonable notice shall be given of any meeting of the Committee ahead of its commencement in a manner agreed upon by the members of the Committee.
- 5.5. The requisite materials on issues included on the agenda shall be provided to all members of the Committee in a timely manner so as to give them an opportunity to prepare for the discussions.
- 5.6. Meetings of the Committee shall be held either in the form of simultaneous attendance of members, or by providing a written questionnaire to the members of the Committee. Technical means of communication (conference calls, the Internet, etc.) may be used to hold the Committee's meetings. Persons invited to attend the meeting, including members of the Committee, may present their opinions on issues on the agenda in writing.
- 5.7. A working meeting shall be deemed quorate (having a quorum) if attended by all members of the Committee. The absence of a quorum shall cause the meeting to be adjourned. In exceptional circumstances and subject to a valid reason, a working meeting shall be considered quorate with a smaller quorum, which in any event shall be no less than half of the number of elected members of the Committee.
- 5.8. Any information on vested interests of a member of the Committee in considering any issue shall be disclosed and notified to the Committee at the Committee's meeting.
- 5.9. The Committee may authorize any member(s) of the Committee to examine a certain issue falling within the competence of the Committee in detail and report on the conclusions drawn as a result of the examination.
- 5.10. Meetings of the Committee shall be conducted by the Chairman of the Committee. The Committee shall formulate a recommendation of the Committee (hereinafter, the "Recommendation") according to the results of the meeting. The Recommendation shall be presented to the Board of Directors considering the relevant issue, or, as appropriate, to the next meeting of the Board of Directors. The Recommendation shall reflect the opinion of the Committee as a whole. In the event that opinions of the members of the Committee are divided, the Recommendation shall also include special opinions. The Committee's resolutions shall be made in writing and signed by the Chairman.
- 5.11. The Recommendation shall be signed by the Chairman of the Committee. Such Recommendation may enclose materials considered at the meeting of the Committee. The Chairman of the Committee shall be responsible for notifying the Board of Directors of the Recommendation in a timely manner and in full.
- 5.12. The Secretary of the Committee shall be responsible for keeping minutes of the Committee's meetings and Recommendations formulated by the Committee in accordance with the recordkeeping procedures adopted by the Company. Members of the Committee and members of the Board of Directors who are not members of the Committee shall have access to the Committee's minutes, materials presented to the Committee for review and consideration, and Recommendations formulated by the Committee.

## **6. Rights, Obligations and Liability of Committee Members**

- 6.1. When performing their duties, members of the Committee shall act on behalf of the Company, exercise their rights and perform responsibilities with regard to the Company prudently and in good faith.
- 6.2. Members of the Committee shall be held liable for disclosing information constituting a state or trade secret, as well as for disclosing confidential information that has become available to them during their term as members of the Committee. Members of the Committee shall comply with the confidentiality requirements with regard to the information that becomes known to them as they perform their duties, identical to the requirements set for members of the Board of Directors.
- 6.3. Members of the Committee shall:
- engage fully and comprehensively in the Committee's activities;
  - attend all working meetings of the Committee in a timely manner and take an active part in discussions on agenda items;
  - examine documents presented at or ahead of a meeting of the Committee;
  - promptly notify the Committee of any vested interest in making a particular decision;
  - avoid actions that may compromise the Committee's competence or raise questions concerning the professionalism of its members.
- 6.4. Members of the Committee may:

- outsource professional services or engage third parties as experts (consultants) commanding specialist expertise in matters that fall within the Committee's competence to the extent permitted by the Committee's budget;
- request information and documents pertaining to issues within the competence of the Committee from the Board of Directors, the General Director, the Audit and Compliance Committee of the Company and the Company's auditor;
- submit proposals regarding the Committee's work schedule in writing;
- submit proposals to add issues to the agenda of a meeting of the Committee in writing;
- demand that a meeting of the Committee be convened;
- invite employees, the Company's management and members of other committees of the Company's Board of Directors, as well as other persons, to take part in meetings of the Committee held in praesentia;
- exercise other rights provided for herein.

## **7. Coordination with the Company's Governing Bodies**

7.1. The Secretary of the Committee shall be responsible for technical and procedural matters of cooperation between the Committee and other bodies and departments of the Company.

7.2. The Company's executive bodies shall keep the Committee updated on all important changes pertaining to issues falling within the competence of the Committee.

## **8. Final Provisions**

8.1. These Regulations, as well as any and all additions and amendments hereto, shall be approved by the Company's Board of Directors.

8.2. The Secretary of the Board of Directors shall keep all information on the activities and resolutions of the Committee.

8.3. Persons who act (acted) as members of the Committee and third parties engaged in the Committee's work, as well as the Secretary of the Committee, shall treat as confidential all information disclosed to them which is regarded as the Company's trade secret in accordance with the established procedure during their term as members of the Committee and for three years upon expiry of their term with the Committee.