

## 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 tax payer identification number (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> (in Russian) <a href="http://www.rbcholding.ru">www.rbcholding.ru</a> (in Russian) <a href="http://www.rbcholding.com">www.rbcholding.com</a> (in English)

2. Contents of the Notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting  <b>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 9 out of 9 members of the Board of Directors within the established deadline.</b></p>	
<p>2.2. Results of voting on agenda items:  <b>On agenda item 1.</b>            On determining the price (monetary value) of property to be divested in accordance with a related-party transaction – entering into a supplementary agreement to the employment contract with the Company's General Director.            Voted FOR: Derk Sauer, Elena Myasnikova, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 7 votes.            AGAINST: NONE.  <i>Pursuant to Article 77.1 of the Federal Law "On Joint Stock Companies" the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Sergey Lavrukhin and Alexander Morgulchik were not taken into consideration).</i>            TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.            The resolution was passed.</p>	
<p><b>On agenda item 2.</b>            On approval of a related-party transaction – entering into a supplementary agreement to the employment contract between the Company and the Company's General Director Sergey Lavrukhin – for an amount less than 2% of the Company's balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval.            Voted FOR: Derk Sauer, Elena Myasnikova, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov, Neil Osborn – a total of 7 votes.            AGAINST: NONE.            ABSTAINED: NONE.  <i>Pursuant to Article 83.3 of the Federal Law "On Joint Stock Companies" the resolution to approve a related party transaction is passed by the majority of votes of independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Sergey Lavrukhin</i></p>	

*and Alexander Morgulchik were not taken into consideration).*  
TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.  
The resolution was passed.

### 2.3. Contents of the resolution passed by the Issuer’s Board of Directors

#### **On agenda item 1.**

To determine the price (monetary value) of property (monetary funds denominated in rubles) to be divested by the Company in accordance with a related-party transaction - entering into a supplementary agreement in the amount specified in the Employment Agreement with the Company’s General Director and supplementary agreements thereto (Schedules 1, 2, and 3 to Minutes of the Board of Directors meeting), which is less than 2% of the Company’s balance sheet value determined on the basis of the financial statement as of the last reporting date.

#### **On agenda item 2.**

1. To approve a related-party transaction – entering into a supplementary agreement to Employment Agreement between the Company and the Company’s General Director Sergey Lavrukhin – for an amount less than 2% of the Company’s balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval, in accordance with the material terms set forth in Schedule 1 to Minutes of the Board of Directors meeting.
2. To empower Chairman of the Company’s Board of Directors Derk Sauer to sign the Supplementary Agreement to the Employment Agreement with Sergey Lavrukhin on behalf of the Company.

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **April 22, 2013.**

2.5. Date and number of the minutes of the Issuer’s Board of Directors (Supervisory Board) meeting at which the above-mentioned resolution was passed: **April 22, 2013, Minutes No. 56.**

3. Signature		
3.1. General Director Of RBC OJSC	_____	Sergey Lavrukhin
	(signature)	
3.2. Date April 22, 2013	Seal	