

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)	RBC Open Joint-Stock Company
1.2. Issuer's short corporate name	RBC OJSC
1.3. Issuer's address	78 Profsoyuznaya St., Moscow 117393
1.4. Issuer's primary state registration number (OGRN)	1057746899572
1.5. Issuer's TIN	7728547955
1.6. Issuer's unique code assigned by the registration authority	56413-N
1.7. Address of the website used by the Issuer to disclose information	http://www.e-disclosure.ru/portal/company.aspx?id=24832 http://rbcholding.ru/filings.shtml

2. Contents of the notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting The Board of Directors meeting was attended by 9 out of 9 members of the Board of Directors. The meeting is quorate, and members of the Board of Directors are eligible to adopt resolutions on all items of the agenda.</p>	
<p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: Adopting a resolution on the Company's participation in another entity.</p> <p>Voted FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov – a total of 8 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.</p> <p>On agenda item 2: Adopting a resolution on transactions that may result in the acquisition of shares of another business entity.</p> <p>Voted FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov – a total of 8 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.</p> <p>On agenda item 3: On information presented by the Company's general director.</p> <p>Voted FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov – a total of 8 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics</p>	

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

2.3. Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

To adopt a resolution on the Company's participation in Public Library CJSC by way of entering into share sale and purchase agreements in accordance with the following terms and conditions:

- Buyer: RBC OJSC;
- Vendors: Vector Info LLC, Avicomp Services CJSC, ONTOS AG;
- Issuer: Public Library CJSC;
- Type of securities: shares;
- State registration number: 1-01-18598-N;
- Par value: RUB 100;
- Number of acquired shares: 60 (sixty) or 60% of the authorized capital;
- Share acquisition price (value of the transaction): RUB 19,200,000 (nineteen million two hundred thousand rubles).

On agenda item 2:

To adopt a resolution on transactions that may result in the Company's acquisition of Public Library CJSC by way of entering into preliminary share sale and purchase agreements in accordance with the following terms and conditions:

- Buyer: RBC OJSC;
- Vendors: Vector Info LLC, Avicomp Services CJSC, ONTOS AG;
- Issuer: Public Library CJSC;
- Type of securities: shares;
- State registration number: 1-01-18598-N;
- Par value: RUB 100;
- Number of acquired shares: 40 (forty) or 40% of the authorized capital;
- Share acquisition price (value of the transaction): EUR 202,434 (two hundred two thousand four hundred thirty four euros);
- Payment procedure for the Buyer: the acquisition amount to be paid in rubles at the exchange rate set by the Bank of Russia as of the date of the payment;
- Principal agreements execution deadline: July 31, 2017.

On agenda item 3:

To consider information presented by the Company's general director on the sale of the following assets: online projects QIP and Smotri.com, for a total of RUB 11,000,000 (eleven million rubles).

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **December 15, 2014.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes No. 79 dated December 17, 2014.**

3. Signature

3.1. RBC OJSC General Director

(Signature)

Nikolay Molibog

3.2. Date: December 17, 2014.

Seal