

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 (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, Russia Moscow.
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					
2.1. Type of the general meeting of the Issuer's participants (shareholders) (annual (ordinary), extraordinary): annual general meeting of the Company's shareholders (AGM).					
2.2. Form of the general meeting of the Issuer's participants (shareholders) (joint presence of the issuer's shareholders or absentee voting): joint presence of shareholders to discuss items on the agenda of the AGM and to adopt resolutions on motions put to vote with ballot sheets distributed in advance.					
2.3. Date and place of the AGM: June 26, 2015; 78 Profsoyuznaya Street, Moscow 117393, RBC OJSC offices.					
2.4. The quorum of the general meeting of the Issuer's participants (shareholders):					
Agenda item No.	Number of votes held by persons entitled to participate in the annual general meeting on each agenda item	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	Number of votes held by persons who participated in the AGM, on each agenda item		Quorum achieved/not achieved
				%	
1	365,631,010	365,631,010	272,148,960	74.4326	achieved
2	365,631,010	365,631,010	272,148,960	74.4326	achieved
3	365,631,010	365,631,010	272,148,960	74.4326	achieved
4	365,631,010	365,631,010	272,148,960	74.4326	achieved
5	365,631,010	365,631,010	272,148,960	74.4326	achieved
6	365,631,010	365,631,010	272,148,960	74.4326	achieved
7	365,631,010	365,631,010	272,148,960	74.4326	achieved
8	365,631,010	365,631,010	272,148,960	74.4326	achieved
9 (cumulative voting)	3,290,679,090	3,290,679,090	2,449,340,640	74.4326	achieved
2.5. The agenda of the general meeting of the Issuer's participants (shareholders):					
1. Approval of the Regulations on the Company's General Meeting of Shareholders.					
2. Approval of the Regulations on the Company's Board of Directors.					
3. Approval of the Regulations on the Company's Audit and Compliance Committee.					
4. Approval of the new version of the Company's Articles of Association (version No. 8).					
5. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.					

6. **Distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.**
7. **Approval of the Company's auditor.**
8. **Election of members of the Audit and Compliance Committee of the Company.**
9. **Election of members of the Board of Directors of the Company.**

2.6. The results of voting on items on the AGM agenda, for which the quorum was achieved, and resolutions passed by the issuer's shareholders:

On agenda item No. 1: Approval of the Regulations on the Company's General Meeting of Shareholders.

RESULTS OF THE VOTING:

FOR: 264,968,331 votes 97.3615 (%)

AGAINST: 5,783,800 votes 2.1252 (%)

ABSTAINED: 1,344,034 votes 0.4939 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 22,792 votes 0.0084 (%)

Invalid: 30,003 votes 0.0110 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 2: Approval of the Regulations on the Company's Board of Directors.

RESULTS OF THE VOTING:

FOR: 264,968,331 votes 97.361471 (%)

AGAINST: 5,783,800 votes 2.125233 (%)

ABSTAINED: 1,344,134 votes 0.493896 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.019398 (%)

Invalid: 3 votes 0.000001 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 3: Approval of the Regulations on the Company's Audit and Compliance Committee.

RESULTS OF THE VOTING:

FOR: 270,716,131 votes 99.4735 (%)

AGAINST: 18,000 votes 0.0066 (%)

ABSTAINED: 1,344,034 votes 0.4939 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.0194 (%)

Invalid: 18,003 votes 0.0066 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 4: Approval of the new version of the Company's Articles of Association (version No. 8).

RESULTS OF THE VOTING:

FOR: 264,690,330 votes 97.2594 (%)

AGAINST: 5,813,801 votes 2.1363 (%)

ABSTAINED: 1,574,034 votes 0.5784 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.0194 (%)

Invalid: 18,003 votes 0.0066 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 5: Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.

RESULTS OF THE VOTING:

FOR: 270,486,486 votes 99.3891 (%)

AGAINST: 248,101 votes 0.0912 (%)

ABSTAINED: 1,343,578 votes 0.4937 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.0194 (%)

Invalid: 18,003 votes 0.0066 (%)
Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 6: Distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.

RESULTS OF THE VOTING:

FOR: 268,673,281 votes 98.7229 (%)

AGAINST: 2,057,206 votes 0.7559 (%)

ABSTAINED: 1,347,678 votes 0.4952 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.0194 (%)

Invalid: 18,003 votes 0.0066 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 7: Approval of the Company's auditor.

RESULTS OF THE VOTING:

FOR: 270,486,586 votes 99.3892 (%)

AGAINST: 248,001 votes 0.0911 (%)

ABSTAINED: 1,343,578 votes 0.4937 (%)

Number of votes that were not tallied as the ballots were invalid or on other grounds:

"On other grounds": 52,792 votes 0.0194 (%)

Invalid: 18,003 votes 0.0066 (%)

Total: 272,148,960 votes 100.0000 (%)

The resolution was passed.

On agenda item No. 8: Election of members of the Audit and Compliance Committee of the Company.

RESULTS OF THE VOTING:

No.	Candidate's name	Number of votes cast for each voting option				Number of votes that were not tallied as the ballots were invalid or on other grounds:	
		FOR:	%*	AGAINST	ABSTAINED	Invalid	On other grounds
1	Olga Chernova	243,456,196	89.45	1,827,105	26,560,864	252,003	52,792
2	Marina Risukhina	243,454,771	89.45	1,827,106	26,560,864	253,427	52,792
3	Alexandra Filippenko	243,454,771	89.45	1,827,106	26,560,864	253,427	52,792

% of shareholders who participated in the voting

The resolution was passed.

On agenda item No. 9: Election of members of the Board of Directors of the Company.

1. Derk Erik Sauer
2. Elena Myasnikova
3. Ekaterina Salnikova
4. Valery Senko
5. Nikolay Molibog
6. Anastasiya Maksimova
7. Alexander Lyubimov
8. Pavel Danilov
9. Sergey Podsypanin
10. Andrey Kononov
11. Natalia Sharshova

RESULTS OF THE CUMULATIVE VOTING:

No.	Candidate's name	Number of votes cast for each voting option
FOR as distributed between the candidates		
1	Derk Erik Sauer	307,602,029
2	Ekaterina Salnikova	276,498,817
3	Alexander Lyubimov	270,360,380
4	Nikolay Molibog	265,044,590
5	Elena Myasnikova	260,180,580
6	Sergey Podsypanin	250,500,190
7	Natalia Sharshova	242,700,380
8	Andrey Kononov	239,000,190
9	Anastasiya Maksimova	215,067,280
10	Pavel Danilov	180
11	Valery Senko	80
AGAINST		52,090,200
ABSTAINED		12,092,202
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds		57,859,706
Invalid		343,836
TOTAL:		2,449,340,640

The resolution was passed.

2.6. Resolutions adopted by the AGM:

On agenda item No. 1: To approve the Regulations on the Company's General Meeting of Shareholders.

On agenda item No. 2: To approve the Regulations on the Company's Board of Directors.

On agenda item No. 3: To approve the Regulations on the Company's Audit and Compliance Committee.

On agenda item No. 4: To approve the new version of the Company's Articles of Association (version No. 8).

On agenda item No. 5: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.

On agenda item No. 6:

1. Not to distribute profit of the Company based on 2014 results due to a loss.

2. Not to pay out dividends on the Company's ordinary shares for 2014.

On agenda item No. 7: To approve Grant Thornton CJSC as RBC OJSC's auditor for 2015.

On agenda item No. 8: To elect the following members to the Company's Audit and Compliance Committee:

1. Olga Chernova

2. Marina Risukhina

3. Alexandra Filippenko

On agenda item No. 9: To elect the following members to the Company's Board of Directors:

1. Derk Erik Sauer

2. Ekaterina Salnikova

3. Alexander Lyubimov

4. Nikolay Molibog

5. Elena Myasnikova

6. Sergey Podsypanin

7. Natalia Sharshova

8. Andrey Kononov

9. Anastasiya Maksimova

2.7. Date of the minutes of the AGM:

Minutes No. 15 dated June 26, 2015.

3. Signature

3.1. General Director
RBC OJSC

(Signature)

Nikolay Molibog

3.2. Date: _____ June 26, _____ 20 15 - Seal