

**Material fact notice**  
**on resolutions passed by the Issuer's Board of Directors (Supervisory Council)**

1. General Information				
1.1. Issuer's full corporate name	<b>Public Joint Stock Company "RBC"</b>			
1.2. Issuer's short corporate name	<b>PJSC "RBC"</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>			
1.8. Date of the event (material fact), about which the notice was drawn up (if appropriate)	<b>March 28, 2019.</b>			
2. Contents of the notice				
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting:  <b><i>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 is authorized to pass resolutions on all agenda items of the meeting. The Company received ballot sheets from 7 out of 7 members of the Board of Directors within the established deadline.</i></b></p> <p>2.2 Results of voting on agenda items:  <b><i>On all agenda items:</i></b>  Voted FOR: Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Irina Esipenko, Vadim Medvedev, a total of 7 votes.  AGAINST: none.  ABSTAINED: none.  Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Issuer's Board of Directors:  <b><i>On agenda item 1:</i></b>  To terminate the Agreement on maintaining a register of securities owners No. 2016/77-DVR-175 dated 09.03.2016 and Service Agreement No. 2016/77-TsKI-2111 dated 13.10.2016 with the Company's registrar — JSC Independent Registrar Company - R.O.S.T. (OGRN 1027739216757, TIN 7726030449).  <b><i>On agenda item 2:</i></b>  To approve Joint Stock Company VTB Registrar as the Company's registrar (OGRN 1045605469744, TIN 5610083568, located in Moscow, license to carry out activities on the maintenance of the register of securities owners No. 045-13970-000001 dated 21.02.2008, issued by Russia's Federal Financial Markets Service).  <b><i>On agenda item 3:</i></b>  To approve the terms of the Agreement on maintaining a register of securities owners with the Company's registrar, JSC VTB Registrar, pursuant to Schedule No. 1 to these Minutes.  <b><i>On agenda item 4:</i></b>  To approve JSC RU CENTER INTERNATIONAL LIMITED's participation in the extraordinary general meeting of participants of RU-CENTER Group LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in its authorized capital, and to vote FOR on the agenda item: "On approval of a new edition of RU-CENTER Group LLC's Articles of Association"  <u>with the following wording of the resolution:</u> "To approve the new sixth edition of RU-Center Group LLC's Articles of Association according to the presented draft."  <b><i>On agenda item 5:</i></b>  To approve the resolution of RU-CENTER Group LLC, the sole shareholder of JSC "RU-CENTER," in which PJSC "RBC" indirectly holds more than 2% (two percent) of voting shares, with the following wording:  1. From May 21, 2019, to elect Nikolay Molibog as General Director of JSC "RU-CENTER" for a period of 5 (five) years, to hold the office concurrently.  2. To approve the terms of the Employment Agreement with the General Director of JSC "RU-CENTER" Nikolay Molibog and to determine the amount of remuneration, bonuses, and compensation payable to JSC "RU-CENTER's" General Director Nikolay Molibog as per the presented draft.  3. To instruct the sole member of JSC "RU-CENTER," — RU-Center Group LLC, to sign the approved version of the Employment Agreement with Nikolay Molibog on behalf of JSC "RU-CENTER."  <b><i>On agenda item 6:</i></b>  To approve a transaction to be entered into by PJSC "RBC's" subsidiaries, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in the authorized capital – Supplementary Agreement No. 1 to Loan Agreement No. 21-1812/1 dated 20.12.2018 between "RBK Online" LLC and HALVERSTON HOLDINGS LIMITED (hereinafter, the "Agreement"), according to which the Parties have agreed to amend Clause 1.2.1. of the Agreement to read as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; vertical-align: top;">1.2.1.</td> <td style="width: 60%; vertical-align: top;"><b>The Total Debt Limit:</b> (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term of the Agreement)</td> <td style="width: 30%; vertical-align: top;">US\$ 1,000,000 (one million U.S. dollars)</td> </tr> </table> <p>The Supplementary Agreement shall take effect immediately upon its signing by the Parties.</p> <p>2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: <b>March 28, 2019.</b></p>		1.2.1.	<b>The Total Debt Limit:</b> (the aggregate maximum amount of all loans that the Borrower may use throughout the effective term of the Agreement)	US\$ 1,000,000 (one million U.S. dollars)
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2.5. The date and the number of the minutes of the Issuer's Board of Directors (Supervisory Council) meeting on which the respective resolutions were passed: ***Minutes No. 128 dated March 28, 2019.***

3. Signature

3.1. Attorney-in-Fact  
(Power of Attorney No. 33/19/rbk dated 01.01.2019)

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Igor Selivanov

(signature)

3.2. Date \_\_\_\_\_ March 28, \_\_\_\_\_ 20 19

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