

**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	Public Joint Stock Company "RBC"
1.2. Issuer's short corporate name	PJSC "RBC"
1.3. Issuer's address	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
1.8. Date of the event (material fact), about which the notice was drawn up (if appropriate)	April 12, 2019
2. Contents of the notice	
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <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></p> <p>2.2. Results of voting on agenda items: <i>On all agenda items:</i> 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: <i>On agenda item 1:</i> To approve the following resolutions passed by PJSC "RBC" as the sole participant/shareholder:</p> <ul style="list-style-type: none"> • "Not to distribute GMS LLC's net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods." • "To reduce Technosoft LLC's retained earnings from previous periods by the amount of 2018 net loss; not to distribute remaining retained earnings from previous periods." • "To use all of JSC "ROSBUSINESSCONSULTING's" retained earnings from previous periods to offset a net loss for the reporting year of 2018; not to distribute remaining net loss for the reporting year of 2018. Not to pay out dividends for 2018." • JSC "ROSBUSINESSCONSULTING" to participate in the general meeting of CNews.ru LLC's participants as its participant and to instruct JSC "ROSBUSINESSCONSULTING's" proxy to vote FOR on the following agenda item: "On distribution of CNews.ru LLC's net profit/loss for 2018" <u>with the following wording of the resolution:</u> "Not to distribute CNews.ru LLC's net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods." <p><i>On agenda item 2:</i> 1. PJSC "RBC" to participate in the general meeting of "RBK Online" LLC's participants as its participant and to instruct PJSC "RBC's" proxy to vote FOR on the following agenda item: "On distribution of "RBK Online" LLC's net profit/loss for 2018" <u>with the following wording of the resolution:</u> "Not to distribute "RBK Online" LLC's net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods."</p> <p>2. PJSC "RBC" to participate in the annual general meeting of shareholders of JSC "Public Library" as its shareholder and to instruct PJSC "RBC's" proxy to vote FOR on the following agenda item: "On distribution of JSC "Public Library's" profit (as well as on the payout (announcement) of dividends) and losses for the reporting year of 2018" <u>with the following wording of the resolution:</u> "Not to distribute JSC "Public Library's" net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods. Not to pay out dividends for 2018."</p> <p><i>On agenda item 3:</i> To approve resolutions passed by participants of Business Press LLC, Business Press SPB LLC, RBC TV Novosibirsk LLC, RU-Center Group LLC, "Hostcomm" LLC, "CONCORDE" LLC, "SpaceWeb" LLC, Media Mir LLC, "Registrar R01" LLC, Loveplanet LLC, and "Registrar R01" LLP, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in their authorized capital, and by shareholders of JSC "RBC-TV" and JSC "RU-CENTER," in which PJSC "RBC" holds indirectly more than 2% (two percent) of</p>	

voting shares, on agenda items of general meetings/annual general meetings of participants/shareholders concerning profit/loss distribution for 2018

with the following wording of the resolutions:

- "To use all of Business Press LLC's net profit for the reporting year of 2018 to offset losses of previous periods."
- "To use all of Business Press SPB LLC's net profit for the reporting year of 2018 to offset losses of previous periods."
- "To reduce RBC TV Novosibirsk LLC's retained earnings from previous periods by the amount of 2018 net loss; not to distribute remaining retained earnings from previous periods."
- "Not to distribute RU-Center Group LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "Not to distribute "Hostcomm" LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "Not to distribute "CONCORDE" LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "Not to distribute "SpaceWeb" LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "Not to distribute Media Mir LLC's net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods."
- "Not to distribute "Registrar R01" LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "Not to distribute Loveplanet LLC's net profit for the reporting year of 2018; not to distribute retained earnings from previous years."
- "1. According to Article 40.1.2 of the Law on Limited and Additional Liability Partnerships, to exclude part of "Registrar R01" LLP's net profit in the amount of KZT 5,500,000 (five million five hundred thousand tenge) from the distribution by the sole participant of the Partnership.
2. According to Articles 40.1, 40.2, and 43.2.4 of the Law on Limited and Additional Liability Partnerships, to distribute the remainder of "Registrar R01" LLP's net profit for the reporting year of 2018, as well as the Partnership's retained earnings for 2018 as follows:
 - to pay "Registrar R01" LLP's net profit in the amount of KZT 17,784,309 (seventeen million seven hundred eighty four thousand three hundred nine tenge), including retained earnings for years preceding 2018 in the amount of KZT 15,084,378 and net earnings for the reporting year of 2018 in the amount of KZT 2,699,931, to the Partnership's sole participant - "Registrar R01" LLC (Russian Federation, OGRN 1177746261912)."
- "Not to distribute JSC "RBC-TV's" net loss for the reporting year of 2018; not to distribute accumulated losses from previous periods. Not to pay out dividends for 2018."
- "Not to distribute JSC "RU-CENTER's" net profit for the reporting year of 2018; not to distribute retained earnings from previous years. Not to pay out dividends for 2018."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: ***April 12, 2019***

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. 129 dated April 12, 2019.***

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 33/19/rbk dated 01.01.2019) _____

Igor Selivanov

(signature)

3.2. Date _____ April 12 2019

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