

**Material Fact Notice on  
convening a meeting of the Issuer's Board of Directors (Supervisory Council) and the  
meeting's agenda**

1. General Information	
1.1 Issuer's full corporate name (name of non-profit organization)	<i>RBC Open Joint-Stock Company</i>
1.2. Issuer's short corporate name	<i>RBC OJSC</i>
1.3 Issuer's address	<i>78 Profsoyuznaya St., Moscow 117393, Russia</i>
1.4 Issuer's primary state registration number (OGRN)	<i>1057746899572</i>
1.5 Issuer's TIN	<i>7728547955</i>
1.6 Issuer's unique code assigned by the registration authority	<i>56413-N</i>
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.shtm">http://rbcholding.ru/filings.shtm</a>
2. Contents of the notice	
<p>Information on convening the meeting of the Issuer's Board of Directors (Supervisory Council) and the meeting's agenda.</p> <p>Date on which the Issuer's Chairman of the Board of Directors (Supervisory Council) made a decision on convening the meeting of the Issuer's Board of Directors (Supervisory Council): <b>May 8, 2015</b></p> <p>Date of the meeting of the Issuer's Board of Directors (Supervisory Council): <b>May 13, 2015</b></p> <p>Agenda of the meeting of the Issuer's Board of Directors (Supervisory Council):</p> <ol style="list-style-type: none"> <li><b>1. On recommending that the Company's Board of Directors approve a new version of the Regulations on the Company's General Meeting of Shareholders.</b></li> <li><b>2. On recommending that the Company's Board of Directors approve a new version of the Regulations on the Company's Board of Directors.</b></li> <li><b>3. On recommending that the Company's General Meeting of Shareholders approve a new version of the Regulations on the Company's Audit and Compliance Committee.</b></li> <li><b>4. Convening an annual general meeting of the Company's shareholders (AGM).</b></li> <li><b>5. Approval of the AGM agenda.</b></li> <li><b>6. Determining the record date for compiling the list of persons eligible to participate in the AGM.</b></li> <li><b>7. On the Company's auditor.</b></li> <li><b>8. Preliminary approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.</b></li> <li><b>9. On recommendations on the distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.</b></li> <li><b>10. Approval of the list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information).</b></li> </ol>	

- 11. Approval of the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.**
- 12. Determining the procedure and date for sending out Notices and ballot sheets to the persons eligible to participate in the AGM of the Company, and the postal address to which completed ballot sheets can be sent.**

3. Signature

3.1. General Director  
RBC OJSC

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(Signature)

Nikolay Molibog

3.2 Date

May 8, 20 15

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