

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 tax payer identification number (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 (in Russian) www.rbcholding.ru (in Russian) www.rbcholding.com (in English)

2. Contents of the Notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting 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 meeting was duly constituted. The Company received ballot sheets from 7 out of 9 members of the Board of Directors within the established deadline.</p>	
<p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: On determining the price (monetary value) of property to be divested in accordance with a related-party transaction – entering into an agreement on the acquisition of a participatory interest in the authorized capital of Technosoft LLC between RBC OJSC and Pintoleza Holdings Limited. Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE. The resolution was passed.</p> <p>On agenda item 2: On approval of a related party transaction in respect of the acquisition of a participatory interest in the authorized capital of Technosoft LLC - entering into an agreement on the acquisition of a participatory interest in the authorized capital of Technosoft LLC between RBC OJSC and Pintoleza Holdings Limited. Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE. The resolution was passed.</p> <p>On agenda item 3: On passing a resolution on an issue which falls within the scope of powers of the supreme management body of Pintoleza Holdings Limited, wholly-owned by the Company.</p>	

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

On agenda item 4:

On passing a resolution on an issue which falls within the scope of powers of the sole shareholder of ROSBUSINESSCONSULTING CJSC, wholly-owned by the Company.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

On agenda item 5:

On plans to amend the Articles of Association of Registrar R01 CJSC, SpaceWeb CJSC, Garant-Park-Telecom LLC, Concord LLC, Peterhost LLC, SpaceWeb LLC, Hostcom LLC, Nic-Media LLC, Reggi Business LLC.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

On agenda item 6:

On the restructuring of RBC Group.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

On agenda item 7:

On granting a franchise

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Elena Myasnikova, Derk Sauer, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

2.3. Contents of the resolutions passed by the Issuer's Board of Directors

On agenda item 1:

To set the price (monetary value) of the asset purchased as part of a related party transaction - entering into an agreement on the acquisition of a 1% participatory interest in the authorized capital of Technosoft LLC between the Company and Pintoleza Holdings Limited - at RUB 100 (one hundred).

On agenda item 2:

To approve a related party transaction in respect of the acquisition of a participatory interest in the authorized capital of Technosoft LLC - entering into a sale and purchase agreement between RBC OJSC and Pintoleza Holdings Limited worth less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to approve the transaction in accordance with the following terms:

- Seller: Pintoleza Holdings Limited;
- Buyer: RBC OJSC;
- Par value of the participatory interest to be acquired: RUB 100 (one hundred), which is 1% of the authorized capital;
- Acquisition price of the participatory interest (value of the transaction): RUB 100 (one hundred).

On agenda item 3:

To pass the following resolution on an issue which falls within the scope of powers of the supreme management body of Pintoleza Holdings Limited, wholly-owned by the Company and instruct the Company's General Director to execute the approved resolution:

a) To approve a transaction to acquire a participatory interest in the authorized capital of Techosoft LLC by means of entering into a participatory interest sale agreement in accordance with the following terms:

- Seller: HostingCommunity Inc.;
- Buyer: Pintoleza Holdings Limited;
- Par value of the participatory interest to be acquired: RUB 9,900 (nine thousand nine hundred), which amounts to 99% of the authorized capital;
- Acquisition price of the participatory interest (value of the transaction): RUB 9,900 (nine thousand nine hundred).

b) To approve a transaction to sell a participatory interest in the authorized capital of Technosoft LLC by means of entering into a participatory interest sale agreement in accordance with the following terms:

- Seller: Pintoleza Holdings Limited;
- Buyer: RBC OJSC;
- Par value of the participatory interest to be acquired: RUB 100 (one hundred), which is 1% of the authorized capital;
- Acquisition price of the participatory interest (value of the transaction): RUB 100 (one hundred).

On agenda item 4:

To pass the following resolution on an issue which falls within the scope of powers of the sole shareholder of ROSBUSINESSCONSULTING CJSC, wholly-owned by the Company, and instruct the Company's General Director to execute the approved resolution.

To pass a resolution to terminate the ownership of ROSBUSINESSCONSULTING CJSC in Zayavka.ru LLC by voluntarily winding down Zayavka.ru LLC.

On agenda item 5:

To take under advisement the planned amendments to the Articles of Association of Registrar R01 CJSC, SpaceWeb CJSC, Garant-Park-Telecom LLC, Concord LLC, Peterhost LLC, SpaceWeb LLC, Hostcom LLC, Nic-Media LLC, Reggi Business LLC in connection with the expansion of the powers of general meetings of members (shareholders).

On agenda item 6:

To take under advisement the information about the following changes in the structure of RBC Group:

1) On a planned transaction to sell a participatory interest in the authorized capital of Hosting-Center LLC:

- Seller: Hosting Community Inc.;
- Buyer: Regional Network Information Center CJSC;
- Percentage of the acquired interest in the authorized capital: 1%

2) On a planned transaction to sell a participatory interest in the authorized capital of Registrar R01 CJSC:

- Seller: Hosting Community Inc.;
- Buyer: Regional Network Information Center CJSC;
- Percentage of the acquired interest in the authorized capital: 1%

3) On a planned transaction to sell a participatory interest in the authorized capital of Regional Network Information Center CJSC:

- Seller: Hosting Community Inc.;
- Buyer: Hosting-Center LLC;

