

**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 applicable)	June 8, 2020
2. Contents of the notice	
2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <i>Pursuant to Article 68 of the 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. 7 out of 7 members of the Board of Directors participated in the Board of Directors' meeting.</i>	
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, Vadim Medvedev, Yuri Shumilov, a total of 7 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.	
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 member/shareholder:	
<ul style="list-style-type: none"> • "Not to distribute GMS LLC's net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods"; • "To use all Technosoft LLC's undistributed profit from previous periods to offset losses for the reporting year of 2019"; • "Not to distribute JSC "ROSBUSINESSCONSULTING's" net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods; not to pay dividends for 2019"; • JSC "ROSBUSINESSCONSULTING" to participate in the General Meeting of CNews.ru LLC's members as its member and to instruct JSC "ROSBUSINESSCONSULTING's" proxy to vote FOR on the following agenda item: "On distribution of CNews.ru LLC's loss for 2019" <u>with the following wording of the resolution:</u> "Not to distribute CNews.ru LLC's net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods." • 1. JSC "ROSBUSINESSCONSULTING" to become a member of "Scoring Technologies" LLC (OGRN 1197746256179, TIN 7728468083) through an acquisition of: <ul style="list-style-type: none"> - a participatory interest of 24.44% of "Scoring Technologies" LLC's authorized capital, with a nominal value of RUB 11,356,162 under an agreement on the sale and purchase of the participatory interest with Sodruzhestvo Financial Company LLC (OGRN 1187746494957, TIN 9709032320), - a part of a participatory interest of 0.56% of "Scoring Technologies" LLC's authorized capital, with a nominal value of RUB 260,154.51 under an agreement on the sale and purchase of a part of the participatory interest with the citizen of the Russian Federation Boris Vasin (TIN 772205261635), which will total 25% (twenty five percent) of "Scoring Technologies" LLC's authorized capital with a nominal value of RUB 11,616,316.51 (eleven million six hundred sixteen thousand three hundred sixteen and 51/100 rubles). 1. Enter into a transaction between JSC "ROSBUSINESSCONSULTING" (the Buyer) and Sodruzhestvo Financial Company LLC (OGRN 1187746494957, TIN 9709032320) (the Seller) – the Agreement on the Sale and Purchase of the Participatory Interest in "Scoring Technologies" LLC's authorized capital, whereby the Seller shall transfer to the Buyer the participatory interest in "Scoring Technologies" LLC's authorized capital, with a nominal value of RUB 11,356,162 (eleven million three hundred fifty six thousand one hundred sixty two rubles), which constitutes 24.44% (twenty four point forty four percent) of "Scoring Technologies" LLC's authorized capital at the price of RUB 11,356,162 (eleven million three hundred fifty six thousand one hundred sixty two rubles). 2. Enter into a transaction between JSC "ROSBUSINESSCONSULTING" (the Buyer) and the citizen of the Russian Federation Boris Vasin (TIN 772205261635) (the Seller) – the Agreement on the Sale and Purchase of a Part of the Participatory Interest in "Scoring Technologies" LLC's authorized capital, whereby the Seller shall transfer to the Buyer a part of the participatory interest in "Scoring Technologies" LLC's authorized capital, with a nominal value of RUB 260,154.51 (two hundred sixty thousand one hundred fifty four and 51/100 rubles), which constitutes 0.56% (zero point fifty six percent) of "Scoring Technologies" LLC's authorized capital at the price of RUB 1,000 (one hundred rubles)." 	
<i>On agenda item 2:</i>	
1. PJSC "RBC" to participate in the General Meeting of "RBK Online" LLC's members as its member and to instruct PJSC "RBC's" proxy to vote FOR on the following agenda item: "On distribution of "RBK Online" LLC's loss for 2019" <u>with the following wording of the resolution:</u> "Not to distribute "RBK Online" LLC's net loss for the reporting year of 2019; not	

to distribute accumulated losses from previous periods."

- "On approval of the resolution of "RBK Online" LLC, the sole member of BusinessPress LLC" with the following wording of the resolution: "Not to distribute the net loss of BusinessPress LLC for the reporting year of 2019; not to distribute accumulated losses from previous periods."
- On determining "RBK Online" LLC's position at the General Meeting of BusinessPress SPB LLC's members as its member with the following wording of the resolution: "RBK Online" LLC to participate in the General Meeting of BusinessPress SPB LLC's members as its member and to instruct "RBK Online" LLC's proxy **to vote FOR** on the following agenda item: "On distribution of BusinessPress SPB LLC's net profit for 2019" with the following wording of the resolution: "To use all of Business Press SPB LLC's net profit for the reporting year of 2019 to offset losses of previous periods."
- On determining "RBK Online" LLC's position at the General Meeting of RBC TV Novosibirsk LLC's members as its member with the following wording of the resolution: "RBK Online" LLC to participate in the General Meeting of RBC TV Novosibirsk LLC's members as its member and to instruct "RBK Online" LLC's proxy **to vote FOR** on the following agenda item: "On distribution of RBC TV Novosibirsk LLC's net profit for 2019" with the following wording of the resolution: "Not to distribute RBC TV Novosibirsk LLC's net profit for 2019 and remaining undistributed profit from the previous periods."
- On approval of the resolution of "RBK Online" LLC, the sole shareholder of JSC "RBC-TV" with the following wording of the resolution: "Not to distribute JSC "RBC-TV's" net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods; not to pay dividends for 2019."

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 2019" with the following wording of the resolution: "Not to distribute JSC "Public Library's" net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods; not to pay dividends for 2019."

On agenda item 3:

To approve PJSC "RBC's" vote "FOR" on adopting a resolution by the sole member of PJSC "RBC's" subsidiaries, in which PJSC "RBC" holds indirectly more than 2% (two percent) of the authorized capital:

- RU-CENTER Group LLC, the sole member of "SpaceWeb" LLC, with the following wording of the resolution: "Not to distribute "SpaceWeb" LLC's net profit for the reporting year of 2019; not to distribute retained earnings from previous years."
- RU-CENTER Group LLC, the sole member of "Hostcomm" LLC, with the following wording of the resolutions: "Not to distribute "Hostcomm" LLC's net profit for the reporting year of 2019; not to distribute retained earnings from previous years." "Effective from July 12, 2020, to elect Igor Selivanov General Director of "Hostcomm" LLC for a three-year term in a concurrent position."

To approve the terms of the Employment Agreement with the General Director of "Hostcomm" LLC Igor Selivanov and to determine the amount of remuneration, bonuses, and compensation payable to "Hostcomm" LLC's General Director Igor Selivanov as per the presented draft."

- the sole member of Media Mir LLC, with the following wording of the resolution: "Not to distribute Media Mir LLC's net loss for the reporting year of 2019; not to distribute accumulated losses from previous periods."
- Resolution No. 1 dated March 31, 2020 of "Registrar R01" LLC, the sole member of "Registrar R01" LLP, with the following wording of the resolution:

1. According to Articles 43.2.4 and 44.2 of the Law on Limited and Additional Liability Partnerships, to approve "Registrar R01" LLP's annual financial statements for 2019.

2. "Not to distribute net income for the reporting year of 2019; not to distribute retained earnings from previous years."

and a resolution by the sole shareholder of PJSC "RBC's" subsidiary — JSC "RU-CENTER" – in which PJSC "RBC" holds indirectly more than 2% (two percent) of voting shares.

- RU-CENTER Group LLC, the sole member of JSC "RU-CENTER," with the following wording of the resolution: "Not to distribute JSC "RU-CENTER's" net profit for the reporting year of 2019; not to distribute retained earnings from previous years. not to pay dividends for 2019."

On agenda item 4:

To approve PJSC "RBC's" vote "FOR" at the General Meeting of members of:

- RU-CENTER Group LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest of the authorized capital: "On distribution of RU-CENTER Group LLC's net profit for 2019" with the following wording of the resolution: "Not to distribute RU-Center Group LLC's net profit for the reporting year of 2019; not to distribute retained earnings from previous years."
- Loveplanet LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest of the authorized capital: "On distribution of Loveplanet LLC's net profit for 2019" with the following wording of the resolution: "Not to distribute Loveplanet LLC's net profit for the reporting year of 2019; not to distribute retained earnings from previous years."
- "Registrar R01" LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest of the

authorized capital:

"On distribution of "Registrar R01" LLC's net profit for 2019"

with the following wording of the resolution: "Not to distribute "Registrar R01" LLC's net profit for the reporting year of 2019; not to distribute retained earnings from previous years."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the respective resolutions were passed: **June 5, 2020**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Council) were taken and the number of the minutes: **Minutes No. 154 dated June 8, 2020**

3. Signature

3.1. General Director

(signature)

Nikolay Molibog

3.2. Date

June 8, 20 20

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