

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 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 6 out of 9 members of the Board of Directors within the established deadline.</p>	
<p>2.2. Results of voting on agenda items: On agenda item 1: On inclusion in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Board of Directors at the annual general meeting of shareholders.</p> <p>Voted FOR: Derk Sauer, Sergey Lavrukhin, Sergey Podsypanin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, – a total of 6 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>The resolution was passed.</p> <p>On agenda item 2: On inclusion in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Audit and Compliance Committee at the annual general meeting of shareholders.</p> <p>Voted FOR: Derk Sauer, Sergey Lavrukhin, Sergey Podsypanin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, – a total of 6 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>The resolution was passed.</p>	
<p>2.3. Contents of the resolutions passed by the Board of Directors: On agenda item1:</p>	

To include the following persons in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Board of Directors at the annual general meeting of shareholders:

- Derk Erik Sauer;
- Neil Osborn;
- Elena Myasnikova;
- Ekaterina Salnikova;
- Valery Senko;
- Christophe François Charlier;
- Nikolay Molibog
- Jurijs Adamovics;
- Alexander Lyubimov;
- Pavel Danilov;
- Sergey Lavrukhin;
- Sergey Podsypanin;
- Sergey Ivashkovsky.

On agenda item2:

To include the following persons in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Audit and Compliance Committee at the annual general meeting of shareholders:

- Marina Risukhina;
- Alexandra Filippenko;
- Olga Chernova.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **February 4, 2014.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes 70 dated February 5, 2014.**

3. Signature

3.1. RBC OJCS General Director _____ N. Molibog
(signature)

3.2. Date: February 5, 2014 Seal