

## Material fact notice on a general meeting of issuer's shareholders and resolutions adopted by it

1. General Information	
1.1. Issuer's full corporate name (name of non-profit organization)	<b>RBC Public Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC PJSC</b>
1.3. Issuer's address	<b>78 Profsoyuznaya St., Moscow 117393, Russia 117393</b>
1.4. Issuer's primary state registration number (OGRN)	<b>1057746899572</b>
1.5. Issuer's TIN	<b>7728547955</b>
1.6. Issuer's unique code assigned by the registration authority	<b>56413-N</b>
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.shtml">http://rbcholding.ru/filings.shtml</a>

2. Contents of the notice					
2.1. Type of the general meeting of the Issuer's participants (shareholders) (annual (ordinary), extraordinary): <b>extraordinary general meeting of the Company's shareholders.</b>					
2.2. Form of the general meeting of the Issuer's participants (shareholders) (joint presence of the issuer's shareholders or absentee voting): <b>meeting (joint presence of shareholders to discuss items on the agenda of the EGM and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.</b>					
2.3. Date and place of the EGM: <b>November 26, 2015; 78 Profsoyuznaya Street, Moscow 117393, RBC PJSC offices.</b>					
2.4. The quorum of the general meeting of the Issuer's participants (shareholders):					
Agenda item No.	Number of votes held by persons entitled to participate in the general meeting on each agenda item	Number of votes that corresponds with the company's voting shares determined on the basis of clause 4.20 of the Regulation on additional requirements for the procedure of organizing, convening and holding a general meeting of shareholders approved by the Russian Federal Financial Markets Service Order No. 12-b/pz-n dated February 2, 2012	Number of votes held by persons who participated in the general meeting on each agenda item		Quorum achieved/not achieved
				%	
1	365,631,010	365,631,010	258,956,505	70.8245	achieved
2	365,631,010	365,631,010	258,956,505	70.8245	achieved
3	365,631,010	365,631,010	258,956,505	70.8245	achieved
4	365,631,010	365,631,010	258,956,505	70.8245	achieved
5 (cumulative voting)	3,290,679,090	3,290,679,090	2,330,608,545	70.8245	achieved
2.5. The agenda of the general meeting of the Issuer's participants (shareholders):					
<ol style="list-style-type: none"> <li>1. <b>Approval of the new version of the Company's Articles of Association (version No. 9).</b></li> <li>2. <b>Approval of a new version of the Regulations on the Company's Board of Directors.</b></li> <li>3. <b>Determining the number of the Board of Directors members.</b></li> <li>4. <b>Early termination of powers of Board of Directors members.</b></li> <li>5. <b>Election of members of the Board of Directors of the Company.</b></li> </ol>					
2.6. The results of voting on items on the general meeting agenda, for which the quorum was achieved, and resolutions passed by the issuer's shareholders:					

**On agenda item No. 1: Approval of the new version of the Company's Articles of Association (version No. 9).****RESULTS OF THE VOTING:**

Number of votes held by persons entitled to participate in the general meeting on this agenda item	365,631,010
Number of votes that corresponds with the company's voting shares on this agenda item of the general meeting determined on the basis of clause 4.20 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	258,956,505
The quorum on this agenda item was achieved.	70.8245%

Voting options	Number of votes cast for each voting option	% of shareholders who participated in the voting
<b>FOR:</b>	<b>258,693,824</b>	<b>99.8985617</b>
AGAINST	2,579	0.0009959
ABSTAINED	230,000	0.0888180
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds	2	0.0000008
Invalid	30,100	0.0116236
<b>TOTAL:</b>	<b>258,956,505</b>	<b>100.0000000</b>

**RESOLUTION:**

To approve the new version of the Company's Articles of Association (version No. 9).

The resolution was passed.

**On agenda item No. 2: Approval of a new version of the Regulations on the Company's Board of Directors.****RESULTS OF THE VOTING:**

Number of votes held by persons entitled to participate in the general meeting on this agenda item	365,631,010
Number of votes that corresponds with the company's voting shares on this agenda item of the general meeting determined on the basis of clause 4.20 of the Regulation.	365,631,010
Number of votes held by persons who participated in the EGM, on this agenda item.	258,956,505
The quorum on this agenda item was achieved.	70.8245%

Voting options	Number of votes cast for each voting option	% of shareholders who participated in the voting
<b>FOR:</b>	<b>258,698,924</b>	<b>99.9005312</b>
AGAINST	232,579	0.0898139
ABSTAINED	0	0.0000000
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds	2	0.0000008
Invalid	25,000	0.0096541
<b>TOTAL:</b>	<b>258,956,505</b>	<b>100.0000000</b>

**RESOLUTION:**

To approve the Regulations on the Company's Board of Directors.

The resolution was passed.

**On agenda item No. 3: Determining the number of the Board of Directors members.**

Number of votes held by persons entitled to participate in the general meeting on this agenda item	365,631,010
Number of votes that corresponds with the company's voting shares on this agenda item of the general meeting determined on the basis of clause 4.20 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting, on this agenda item.	258,956,505
The quorum on this agenda item was achieved.	70.8245%

Voting options	Number of votes cast for each voting option	% of shareholders who participated in the voting
<b>FOR:</b>	<b>256,543,619</b>	<b>99.0682273</b>
AGAINST	2,381,505	0.9196544
ABSTAINED	1,279	0.0004939
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds	2	0.0000008
Invalid	30,100	0.0116236
<b>TOTAL:</b>	<b>258,956,505</b>	<b>100.0000000</b>

**RESOLUTION:**

To determine that the Company's Board of Directors shall consist of nine members.

The resolution was passed.

**On agenda item No. 4: Early termination of powers of Board of Directors members.**

Number of votes held by persons entitled to participate in the general meeting on this agenda item	365,631,010
Number of votes that corresponds with the company's voting shares on this agenda item of the general meeting determined on the basis of clause 4.20 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting, on this agenda item.	258,956,505
The quorum on this agenda item was achieved.	70.8245%

Voting options	Number of votes cast for each voting option	% of shareholders who participated in the voting
<b>FOR:</b>	<b>258,931,503</b>	<b>99.9903451</b>
AGAINST	0	0.0000000
ABSTAINED	0	0.0000000
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds	2	0.0000008
Invalid	25,000	0.0096541
<b>TOTAL:</b>	<b>258,956,505</b>	<b>100.0000000</b>

**RESOLUTION:**

To terminate the powers of Board of Directors members ahead of schedule.

The resolution was passed.

**On agenda item No. 5: Election of members of the Board of Directors of the Company.**

Number of votes held by persons entitled to participate in the general meeting on this agenda item	3,290,679,090
Number of votes that corresponds with the company's voting shares on this agenda item of the general meeting determined on the basis of clause 4.20 of the Regulation.	3,290,679,090
Number of votes held by persons who participated in the general meeting, on this agenda item.	2,330,608,545
The quorum on this agenda item was achieved.	70.8245%

No.	Candidate's name	Number of votes cast for each voting option
FOR as distributed between the candidates		
<b>1</b>	<b>Dmitry Razumov</b>	<b>280,008,300</b>
<b>2</b>	<b>Dmitry Usanov</b>	<b>280,008,300</b>
<b>3</b>	<b>Ekaterina Salnikova</b>	<b>276,506,837</b>
<b>4</b>	<b>Derk Erik Sauer</b>	<b>269,393,422</b>
<b>5</b>	<b>Nikolay Molibog</b>	<b>264,797,510</b>
<b>6</b>	<b>Alexander Lyubimov</b>	<b>260,280,159</b>
<b>7</b>	<b>Elena Myasnikova</b>	<b>247,167,100</b>
<b>8</b>	<b>Sergey Podsypanin</b>	<b>230,008,300</b>
<b>9</b>	<b>Andrey Kononov</b>	<b>220,008,300</b>
10	Natalia Sharshova	111,900
11	Anastasiya Maksimova	100
AGAINST		2,081,511
ABSTAINED		0
Number of votes that were not tallied as the ballots were invalid or on other grounds set forth in the Regulations:		
On other grounds		106
Invalid		236,700
<b>TOTAL:</b>		<b>2,330,608,545</b>

**RESOLUTION:**

To elect the following members to the Company's Board of Directors:

1. Dmitry Razumov
2. Dmitry Usanov
3. Ekaterina Salnikova
4. Derk Erik Sauer
5. Nikolay Molibog
6. Alexander Lyubimov
7. Elena Myasnikova
8. Sergey Podsypanin
9. Andrey Kononov

The resolution was passed.

2.7. Date of the minutes of the AGM:  
**Minutes No. 16 dated November 26, 2015.**

3. Signature

3.1. Attorney-in-Fact

*(Power of Attorney No. 465/14/rbk dated 26.12.2014)*

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(Signature)

Igor Selivanov

3.2. Date: \_\_\_\_\_ November 26, 20 15 - Seal