

**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
2. Contents of the notice	
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <i>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 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></p> <p>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, Irina Esipenko, Vadim Medvedev, a total of 7 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Issuer's Board of Directors: <i>On agenda item 1:</i> To elect Anna Tyushkevich Chairman of the Company's Board of Directors <i>On agenda item 2:</i> To elect Dmitry Strashnov Deputy Chairman of the Company's Board of Directors <i>On agenda item 3:</i> To appoint Natalya Korotkova Secretary of the Company's Board of Directors <i>On agenda item 4:</i> To elect to the Audit Committee of the Company's Board of Directors the following persons: Chairman of the Committee: Irina Esipenko Members of the Committee: 1. Boris Krasnovsky 2. Vadim Medvedev <i>On agenda item 5:</i> To elect to the Human Resources and Remuneration Committee of the Company's Board of Directors the following persons: Chairman of the Committee: Boris Krasnovsky Members of the Committee: 1. Irina Esipenko 2. Anna Tyushkevich <i>On agenda item 6:</i> To approve the payment for the services of Baker Tilly Rus JSC, the auditor of PJSC "RBC" in 2018, in the amount of no more than RUB 955,800 (nine hundred fifty five thousand eight hundred rubles), including an 18% VAT. <i>On agenda item 7:</i> To approve the payment for the services of ZAO Deloitte & Touche CIS, the auditor of the Company's IFRS financial statements in 2018, in the amount of no more than RUB 9,750,000 (nine million seven hundred fifty thousand rubles), as well as an 18% VAT, of which - RUB 2,110,000 (two million one hundred ten thousand rubles) is for the review of the interim consolidated financial statement as of June 30, 2018; and - RUB 7,640,000 (seven million six hundred forty thousand rubles) is for the audit of the annual consolidated financial statement for 2018. <i>On agenda item 8:</i> To approve a transaction to be entered into by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds directly more than 2% (two percent) participatory interest in the authorized capital - Service Agreement No. 170518/rbk dated 17.05.2018 between GMS LLC and Modacafe.Travel LLC (hereinafter, the "Agreement") in accordance</p>	

with which

Parties of the transaction: GMS LLC (the Customer) and Modacafe.Travel LLC (the Contractor)

Subject of the transaction: The Contractor shall assume obligations on organizing "Outing 2018" from September 20 to September 23, 2018, and the Customer shall give instructions related to this event and pay for it. The detailed description of the scope and list of services to be rendered, as well as their cost and deadlines shall be specified by the Parties in respective schedules.

Transaction price: The amount of the Agreement shall not exceed RUB 36,000,000 (thirty six million rubles), net of VAT.

The Agreement shall take effect immediately upon its signing.

On agenda item 9:

To approve a transaction to be entered into by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds directly more than 2% (two percent) participatory interest in the authorized capital - Supplementary Agreement No. 1 to Service Agreement No. 170518/rbk dated 17.05.2018 between GMS LLC and Modacafe.Travel LLC (hereinafter, the "Agreement") in accordance with which the Parties have agreed on the following payment schedule:

- RUB 7,000,000, net of VAT, payable by May 31, 2018, inclusive;
- RUB 7,000,000, net of VAT, payable by June 30, 2018, inclusive;
- RUB 6,000,000, net of VAT, payable by July 31, 2018, inclusive;
- RUB 6,000,000, net of VAT, payable by August 31, 2018, inclusive;
- RUB 3,000,000, net of VAT, payable by September 30, 2018, inclusive;
- RUB 2,000,000, net of VAT, payable by October 31, 2018, inclusive;
- RUB 3,000,000, net of VAT, payable by November 30, 2018, inclusive;
- RUB 2,000,000, net of VAT, payable by December 31, 2018, inclusive;

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 10:

To approve resolutions passed by participants of RBC TV Novosibirsk LLC, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in the authorized capital — on the agenda items of the extraordinary general meeting of participants:

"On election of the General Director of RBC TV Novosibirsk LLC"

with the following wording of the resolution: "To elect Yuri Sluyanov General Director of RBC TV Novosibirsk LLC for one-year term effective August 30, 2018."

"On approval of the terms of the employment agreement with the General Director of RBC TV Novosibirsk LLC and determining the amount of remuneration, bonuses, and compensations payable to the General Director of RBC TV Novosibirsk LLC"

with the following wording of the resolution:

"To approve the terms of the employment agreement with the General Director of RBC TV Novosibirsk LLC Yuri Sluyanov as per the presented draft and to determine the amount of remuneration, bonuses, and compensations payable to the General Director of RBC TV Novosibirsk LLC Yuri Sluyanov as per the terms of his employment agreement.

On agenda item 11:

To approve a transaction between PJSC "RBC" (the Borrower) and "Registrar R01" LLC (the Lender) - Supplementary Agreement No. 1 to Loan Agreement No. 69-1610/4- dated 25.10.2016 (hereinafter, the "Loan Agreement") in accordance with which the Parties have agreed to reword Clause 2.1 of the Loan Agreement to read as follows:

"2.1. The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the Loan Amount in several tranches, the size and transfer dates of which shall be agreed by the Parties in respective forms which shall be integral parts of the Loan Agreement. The last tranche shall be transferred by the Lender no later than December 31, 2019."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 12:

To approve a transaction between PJSC "RBC" (the Borrower) and "CONCORDE" LLC (the Lender) - Supplementary Agreement No. 1 to Loan Agreement No. 69-1610/2- dated 25.10.2016 (hereinafter, the "Loan Agreement") in accordance with which the Parties have agreed to reword Clause 2.1 of the Loan Agreement to read as follows:

"2.1. The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the Loan Amount in several tranches, the size and transfer dates of which shall be agreed by the Parties in respective forms which shall be integral parts of the Loan Agreement. The last tranche shall be transferred by the Lender no later than December 31, 2019."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 13:

To approve a transaction to be entered into by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in the authorized capital – Supplementary Agreement No. 1 to Loan Agreement No. 69-1610/4- dated 25.10.2016 (hereinafter, the "Loan Agreement") between "Registrar R01"

LLC (the Lender) and PJSC "RBC" (the Borrower) in accordance with which the Parties have agreed to reword Clause 2.1 of the Loan Agreement to read as follows:

"2.1. The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the Loan Amount in several tranches, the size and transfer dates of which shall be agreed by the Parties in respective forms which shall be integral parts of the Loan Agreement. The last tranche shall be transferred by the Lender no later than December 31, 2019."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

On agenda item 14:

To approve a transaction to be entered into by PJSC "RBC's" subsidiary, in which PJSC "RBC" holds indirectly more than 2% (two percent) participatory interest in the authorized capital – Supplementary Agreement No. 1 to Loan Agreement No. 69-1610/2- dated 25.10.2016 (hereinafter, the "Loan Agreement") between "CONCORDE" LLC (the Lender) and PJSC "RBC" (the Borrower) in accordance with which the Parties have agreed to reword Clause 2.1 of the Loan Agreement to read as follows:

"2.1. The Lender shall transfer to the Borrower's settlement account indicated in Clause 9 hereof the Loan Amount in several tranches, the size and transfer dates of which shall be agreed by the Parties in respective forms which shall be integral parts of the Loan Agreement. The last tranche shall be transferred by the Lender no later than December 31, 2019."

The Supplementary Agreement shall take effect immediately upon its signing by the Parties.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **July 20, 2018.**

2.5. The date and the number of the minutes of the Issuer's Board of Directors (Supervisory Council) meeting on which the respective resolutions were passed: **Minutes No. 118 dated July 23, 2018.**

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 445/17/RBK dated 26.12.2017).

(signature)

Igor Selivanov

3.2. Date ____ July 23, 2018 -

Seal