

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	RBC Public Joint-Stock Company
1.2. Issuer's short corporate name	RBC PJSC
1.3. Issuer's location	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 meeting was duly constituted. The Company received ballot sheets from 8 out of 9 members of the Board of Directors within the established deadline.</i></p>
<p>2.2. Results of voting on agenda items:</p> <p><i>On agenda item 1:</i> preliminary approval of the Company's annual report, annual financial statement for 2015. Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><i>On agenda item 2:</i> recommendations on the distribution of the Company's profit and losses, including the payout of dividends for 2015. Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><i>On agenda item 3:</i> on the Company's auditor. Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><i>On agenda item 4:</i> approval of the wording of the announcement on holding the annual general meeting (AGM) of the Company's shareholders, the form and wording of the ballot sheet and draft resolutions of the AGM. Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.</p> <p><i>On agenda item 5:</i> determining the procedure for notifying shareholders about the AGM. Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes. AGAINST: none. ABSTAINED: none.</p>

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 6:

determining the date for sending ballot sheets to the persons eligible to participate in the AGM of the Company, and the postal address to which completed ballot sheets can be sent.

Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 7:

election of the Chairperson of the AGM.

Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

On agenda item 8:

cost estimate for the AGM.

Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Sergey Podsypanin, Dmitry Razumov, Ekaterina Salnikova, Dmitry Usanov, a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

2.3. Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

to approve preliminarily the Company's annual report, annual financial statement for 2015 and recommend that the Company's shareholders approve them at the AGM on June 24, 2016.

On agenda item 2:

to recommend that the Company's shareholders approve a resolution at the AGM on June 24, 2016 not to distribute the Company's profit for 2015 due to losses. Not to pay out dividends on the Company's ordinary shares for 2015.

On agenda item 3:

to propose that the Company's shareholders approve at the AGM on June 24, 2016 Baker Tilly Rus (OGRN 1027700115409, address: 32A Khoroshevskoye Highway, Moscow 123007, Moscow) as the Company's auditor in 2016 in accordance with the recommendations of the Audit Committee at the Company's Board of Directors.

On agenda item 4:

to approve the wording of the announcement on holding the AGM on June 24, 2016 in accordance with Schedule 1 to these Minutes, the form and wording of the ballot sheet in accordance with Schedule 2 to these Minutes, and draft resolutions of the AGM in accordance with Schedule 3 to these Minutes.

On agenda item 5:

to publish the notice on holding the AGM on June 24, 2016 in RBC newspaper and on the Company's website: <http://rbcholding.ru/filings.shtml> no later than on May 24, 2016.

On agenda item 6:

1. to approve that ballot sheets for voting at the AGM on June 24, 2016 must be sent out by registered mail to each person eligible to participate in the AGM of the Company's shareholders no later than June 3, 2016.
2. Completed ballot sheets can be submitted to the following addresses:
18 Stromynka St., building 13, Moscow 107996 Registrar R.O.S.T. JSC
78 Profsoyuznaya St., Moscow 117393, RBC PJSC
3. For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 21, 2016 shall be counted.

On agenda item 7:

to elect Nikolay Molibog, a member of the Company's Board of Directors, Chairperson of the AGM on June 24, 2016.

On agenda item 8:

to approve the cost estimate for the AGM in accordance with Schedule 4 to these Minutes.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **May 20, 2016.**

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. 91 dated May 20, 2016.***

3. Signature

3.1. Attorney-in-Fact

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

(Signature)

Igor Selivanov

3.2. Date ___ May 20, 20 16

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