

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 tax payer identification number (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 9 out of 9 members of the Board of Directors within the established deadline.</p>	
<p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1. Adopting a resolution on matters that fall within the scope of powers of the highest management body of Marka No. 1 LLC, in the share capital of which the Company owns 100%.</p> <p>Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 2: Determining the Company's position on the following items that fall within the scope of powers of the general meeting of members of RBC Media LLC, in the share capital of which the Company owns 49%.</p> <p>Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 3: On planned amendments to the Articles of Association of Global Media Solutions LLC.</p> <p>Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova,</p>	

Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 4:

On planned amendments to the Articles of Association of Loveplanet LLC.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 5:

On planned amendments to the Articles of Association of Media Mir LLC.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 6:

On planned amendments to the Articles of Association of The Best Brand Steering Committee Autonomous Non-Profit Organization.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 7:

Adopting a resolution on matters that fall within the scope of powers of the highest management body of Forward CJSC, in the share capital of which the Company owns 100%.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 8:

On planned amendments to the Articles of Association of Tvidi LLC.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.
AGAINST: none.
ABSTAINED: none.
Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.
The resolution was passed.

On agenda item 9:

Determining the Company's position on the following items that fall within the scope of powers of the general meeting of members of RBK Money ITC LLC, in the share capital of which the Company owns 99%.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

Total: FOR - 6 votes, AGAINST – none, ABSTAINED – none.

The resolution was passed.

On agenda item 10:

On determining the price (monetary value) of property to be divested in accordance with a related-party transaction – entering into the purchase and sale agreement by RBC OJSC and RBK Money ITC LLC in respect of a participatory interest in the authorized capital of non-banking credit organization Electronic Payment System Limited Liability Company.

Voted FOR: Derk Sauer, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 5 votes.

AGAINST: none.

ABSTAINED: none.

Pursuant to Article 77.1 of the Federal Law "On Joint-Stock Companies" the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the vote of Board of Directors Member Sergey Lavrukhin was not taken into consideration).

Total: FOR - 5 votes, AGAINST – none, ABSTAINED – none.

The resolution was passed.

On agenda item 11:

On approving a related-party transaction in respect of the termination of the Company's participation in non-banking credit organization Electronic Payment System (LLC).

Voted FOR: Derk Sauer, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Neil Osborn – a total of 5 votes.

AGAINST: none.

ABSTAINED: none.

Pursuant to Article 83.3 of the Federal Law "On Joint Stock Companies" the resolution to approve a related party transaction is passed by the majority of votes of independent directors, who are not interested in the execution of the transaction (the vote of Board of Directors Member Sergey Lavrukhin was not taken into consideration).

Total: FOR - 5 votes, AGAINST – none, ABSTAINED – none.

The resolution was passed.

2.3. Contents of the resolution passed by the Issuer's Board of Directors

On agenda item 1.

To adopt a resolution on matters that fall within the scope of powers of the highest management body of Marka No. 1 LLC and instruct the Company's General Director to record the following resolution:

- To approve a new version (No. 4) of the Articles of Association of Marka No. 1 LLC;
- To instruct General Director of Marka No. 1 LLC to execute any and all necessary actions related to the registration of the new version of the Articles of Association of Marka No. 1 LLC in accordance with the procedures stipulated by Russian law.

On agenda item 2:

To vote in favor of the following agenda items of the general meeting of members of RBC Media LLC (The Company owns 49% participatory interest in RBC Media LLC's authorized capital):

- To approve a new version (No. 4) of the Articles of Association of RBC Media LLC;
- To instruct General Director of RBC Media LLC to execute any and all necessary actions related to the registration of the new version of the Articles of Association of RBC Media LLC in accordance with the procedures stipulated by Russian law.

On agenda item 3:

To consider information on planned amendments to the Articles of Association of Global Media Solutions LLC due to a change in the registered address of the said company and the expansion of powers of the general meeting of shareholders.

On agenda item 4:

To consider information on planned amendments to the Articles of Association of Loveplanet LLC due to a change in the registered address of the said company and the expansion of powers of the general meeting of shareholders.

On agenda item 5:

To consider information on planned amendments to the Articles of Association of Media Mir LLC due to a change in the registered address of the said company and the expansion of powers of the general meeting of shareholders.

On agenda item 6:

To consider information on planned amendments to the Articles of Association of The Best Brand Steering Committee Autonomous Non-Profit Organization due to a change in the registered address of the said company and the expansion of powers of the general meeting of shareholders.

On agenda item 7:

To adopt a resolution on matters that fall within the scope of powers of the highest management body of Forward CJSC and instruct the Company's General Director to record the following resolution:

- To approve a new version (No. 2) of the Articles of Association of Forward CJSC;
- To instruct General Director of Forward CJSC to execute any and all necessary actions related to the registration of the new version of the Articles of Association of Forward CJSC in accordance with the procedures stipulated by Russian law.

On agenda item 8:

To consider information on planned amendments to the Articles of Association of Tvidi LLC due to a change in the registered address of the said company and the expansion of powers of the general meeting of shareholders.

On agenda item 9:

To vote in favor of the following agenda items of the general meeting of members of subsidiary - RBK Money ITC Limited Liability Company (the Company owns a 99% participatory interest in RBK Money ITC LLC's authorized capital):

“To approve entering into a related-party transaction in respect of the Company's acquisition of a participatory interest in non-banking credit organization Electronic Payment System Limited Liability Company in accordance with the following terms:

- The Vendor: RBC OJSC;
- The Purchaser: the Company;
- Size of participatory interest subject to sale (percentage of the share capital): 100%;
- Nominal value of the participatory interest subject to sale: 18,000,000 (eighteen million) rubles;
- Deal amount: 18,000,000 rubles.”

On agenda item 10:

To determine the price (monetary value) of property to be divested in accordance with a related-party transaction – entering into a purchase and sale agreement by RBC OJSC and RBK Money ITC LLC in respect of a participatory interest in the authorized capital of non-banking credit organization Electronic Payment System Limited Liability Company, at 18,000,000 rubles.

On agenda item 11:

To approve a related-party transaction in respect of the termination of the Company’s participation in non-banking credit organization Electronic Payment System (LLC) in accordance with the following terms:

- The Vendor: the Company;
- The Purchaser: RBK Money ITC LLC;
- Size of participatory interest subject to sale (percentage of the share capital): 100%;
- Nominal value of the participatory interest subject to sale: 18,000,000 (eighteen million) rubles;
- Deal amount: 18,000,000 rubles.

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **June 7, 2013.**

2.5. Date and number of the minutes of the Issuer’s Board of Directors (Supervisory Board) meeting at which the above-mentioned resolution was passed: **June 10, 2013, Minutes No. 59.**

3. Signature		
3.1. General Director Of RBC OJSC	_____	Sergey Lavrukhin
	(signature)	
3.2. Date June 10, 2013	Seal	