

**Material Fact Notice on
a general meeting of shareholders and resolutions adopted by it**

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					
2.1. Type of General Meeting (annual, extraordinary): Annual General Meeting of Shareholders (AGM).					
2.2. Form of the AGM (meeting (joint presence of the issuer's shareholders or absentee voting): meeting (joint presence of shareholders to discuss items on the agenda of the AGM and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.					
2.3. Date and place of the AGM: June 27, 2013; 78 Profsoyuznaya Street, Moscow 117393, RBC OJSC offices.					
2.4. Quorum on AGM agenda items:					
Agenda item No.	Number of votes held by persons entitled to participate in the annual 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 AGM, on each agenda item		Quorum achieved / not achieved
				%	
1	365,631,010	365,631,010	254,662,867	69.6502	achieved
2	365,631,010	365,631,010	254,662,867	69.6502	achieved
3	365,631,010	365,631,010	254,662,867	69.6502	achieved
4	365,631,010	365,631,010	254,662,867	69.6502	achieved
5 (cumulative voting)	3,290,679,090	3,290,679,090	2,291,965,803	69.6502	achieved
6	365,631,010	365,631,010	254,662,867	69.6502	achieved
2.5. Motions put to vote and the results of voting:					
1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results.					
2. Distribution of the Company's profit and losses based on 2012 results, including the payout of					

dividends on the Company's shares for 2012.

3. Approval of the Company's auditor.

4. Election of members of the Audit and Compliance Committee of the Company.

5. Election of members of the Board of Directors of the Company.

6. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

2.6. Motions put to vote and the results of voting on items on the AGM agenda, for which the quorum was achieved:

On agenda item No. 1: Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results.

RESULTS OF THE VOTING:

FOR: 229,549,286 votes 90.1385 (%)

AGAINST: 0 votes 0.0000 (%)

ABSTAINED: 24,475,578 votes 9.6110 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 638,003 votes 0.2505 (%)

Invalid: - 0 votes 0.0000 (%)

Total: 254,662,867 votes 100.0000 (%)

Passed.

On agenda item No. 2: Distribution of the Company's profit and losses based on 2012 results, including the payout of dividends on the Company's shares for 2012.

RESULTS OF THE VOTING:

FOR: 229,548,886 votes 90.1383 (%)

AGAINST: 400 votes 0.0002 (%)

ABSTAINED: 24,475,578 votes 9.6110 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 638,003 votes 0.2505 (%)

Invalid: - 0 votes 0.0000 (%)

Total: 254,662,867 votes 100.0000 (%)

Passed.

On agenda item No. 3: Approval of the Company's auditor.

RESULTS OF THE VOTING:

FOR: 229,198,386 votes 93.1421 (%)

AGAINST: 0 votes 0.0000 (%)

ABSTAINED: 16,826,478 votes 6.6074 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 638,003 votes 0.2505 (%)

Invalid: - 0 votes 0.0000 (%)

Total: 254,662,867 votes 100.0000 (%)

Passed.

On agenda item No. 4: Election of members of the Audit and Compliance Committee of the Company.

1. Marina Risukhina

RESULTS OF THE VOTING:

FOR: 229,158,086 votes 89.98 (%)

AGAINST: 0 votes

ABSTAINED: 24,866,778 votes 9.7645 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 0 votes 0.0000 (%)

Invalid: - 638,003 votes 0.2505 (%)

2. Alexandra Filippenko

RESULTS OF THE VOTING:

FOR: 229,158,086 votes 89.98 (%)

AGAINST: 0 votes

ABSTAINED: 24,866,778 votes 9,7645 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 0 votes 0.0000 (%)

Invalid: - 638,003 votes 0.2505 (%)

3. Olga Chernova

RESULTS OF THE VOTING:

FOR: 229,158,086 votes 89.98 (%)

AGAINST: 0 votes

ABSTAINED: 24,866,778 votes 9,7645 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 0 votes 0.0000 (%)

Invalid: - 638,003 votes 0.2505 (%)

PASSED.

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

1. Marat Cherkasov
2. Derk Sauer
3. Neil Osborn
4. Elena Myasnikova
5. Sergey Lavrukhin
6. Ekaterina Salnikova
7. Valery Senko
8. Christophe Charlier
9. Pavel Danilov
10. Alexander Morgulchik
11. Sergey Podsypanin
12. Andrey Kononov
13. Sergey Ivashkovsky

RESULTS OF CUMULATIVE VOTING:

Candidate's name	FOR	% of shareholders who participated in the voting
Marat Cherkasov	230 017 871	10.0358
Derk Sauer	230 011 050	10.0355
Valery Senko	230 003 779	10.0352
Ekaterina Salnikova	229 747 679	10.0240
Christophe Charlier	229 703 679	10.0221
Sergey Lavrukhin	229 513 379	10.0138
Elena Myasnikova	229 502 679	10.0134
Neil Osborn	229 109 872	9.9962
Sergey Podsypanin	227 500 000	9.9260

Sergey Ivashkovsky	226 017 702	9.8613
Pavel Danilov	2 679	0.0001
Andrey Kononov	1 000	0.0000
Alexander Morgulchik	0	0.0000

AGAINST ALL CANDIDATES: **0 votes 0.0000 (%)**

ABSTAINED FROM VOTING ON ALL CANDIDATES: **819,261 votes 0.0357 (%)**

Number of votes that were not tallied:

Did not participate in the voting: - **15,173 votes 0.0007 (%)**

Invalid: - **0 votes 0.0000 (%)**

Total: 2,291,965,803 votes 100.0000 (%)

On agenda item No. 6: On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

RESULTS OF THE VOTING:

FOR: 230,934,664 votes 90.6825 (%)

AGAINST: 0 votes 0.0000 (%)

ABSTAINED: 23,090,200 votes 9.06700 (%)

Number of votes that were not tallied:

Did not participate in the voting: - 638,003 votes 0.2505 (%)

Invalid: - 0 votes 0.0000 (%)

Total: 254,662,867 votes 100.0000 (%)

Passed.

2.6 Resolutions adopted by the AGM:

On agenda item No. 1: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2012 results.

On agenda item No. 2: Not to distribute profit and losses of the Company based on 2012 results, including not to pay out dividends on the Company's shares for 2012.

On agenda item No. 3: To approve Grant Thornton as RBC OJSC's 2013 auditor.

On agenda item No. 4: To determine that the Company's Audit and Compliance Committee shall consist of three members. To elect the following members to the Company's Audit and Compliance Committee.

1. Marina Risukhina
2. Alexandra Filippenko
3. Olga Chernova

On agenda item No. 5: Избрать членами Совета директоров Общества:

1. Marat Cherkasov;
2. Derk Sauer;
3. Valery Senko;
4. Ekaterina Salnikova;
5. Christophe Charlier;
6. Sergey Lavrukhin;
7. Elena Myasnikova;
8. Neil Osborn;
9. Sergey Podsypanin.

On agenda item No. 6: To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company's Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the

performance of their obligations as members of the Company's Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;
2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.

2.7. Date of the minutes of the AGM: Minutes No. 13 dated June 28, 2013.

3. Signature

3.1. General Director

Sergey Lavrukhin

(signature)

3.2. Date: ____ June 28, 2013 ____

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