

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 7 out of 9 members of the Board of Directors within the established deadline.</p> <p>2.2. Results of voting on agenda items: On agenda item 1: Premature termination of powers of the Company's General Director. Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.</p> On agenda item 2: Premature termination of powers of members of the Company's Executive Board. Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE. On agenda item 3: Premature termination of powers of the Company's Chairman of the Board of Directors. Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE. On agenda item 4: Premature termination of powers of the Company's Deputy Chairman of the Board of Directors. Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena

Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 5:

Election of the Company's General Director.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 6:

Election of members of the Executive Board.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 7:

Election of the Chairman of the Company's Board of Directors.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 8:

Election of the Deputy Chairman of the Company's Board of Directors.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 9:

On determining the price (monetary value) of the asset to be purchased as part of a related-party transaction - entering into an employment agreement with the Company's General Director.

Voted FOR: Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Christophe Charlier – a total of 4 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 4 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 votes of Board of Directors Members Derk Erik Sauer, Sergey Lavrukhin, and Elena Myasnikova were not taken into consideration).

On agenda item 10:

On approval of a related-party transaction – entering into an employment agreement between the Company and the Company's General Director.

Voted FOR: Ekaterina Salnikova, Valery Senko, Sergey Podsypanin, Christophe Charlier – a total of 4 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 4 votes, AGAINST – NONE, ABSTAINED – NONE.

Pursuant to Article 83.3 of the Federal Law “On Joint Stock Companies” a related-party transaction is approved by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Derk Erik Sauer, Sergey Lavrukhin, and Elena Myasnikova were not taken into consideration).

On agenda item 11:

On approval of the General Director of the Company holding concurrent positions in management bodies of other organizations.

Voted FOR: Derk Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 12:

On approval of members of the Company’s Executive Board holding concurrent positions in management bodies of other organizations.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 13:

On approval of the Company’s budget for Q1 2014.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

On agenda item 14:

On adopting a resolution on matters that fall within the scope of powers of the sole member of Nashi Dengi Publishing House LLC, in the share capital of which the Company owns 100%.

Voted FOR: Derk Erik Sauer, Sergey Lavrukhin, Ekaterina Salnikova, Valery Senko, Elena Myasnikova, Sergey Podsypanin, Christophe Charlier – a total of 7 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 7 votes, AGAINST – NONE, ABSTAINED – NONE.

2.3. Contents of the resolutions passed by the Issuer’s Board of Directors

On agenda item 1:

To terminate the powers of the Company’s General Director Derk Erik Sauer as of January 9, 2014 (last working day) voluntarily on the basis of a statement dated December 9, 2013 and received by the Company, and to terminate the Employment Agreement No. 131106001 dated September 2, 2013.

On agenda item 2:

To terminate the powers of the following members of the Company’s Executive Board prematurely as of January 9, 2014 (last day in this capacity):

- Nikolay Molibog
- Alexander Lyubimov
- Maria Erlandts
- Elena Myasnikova

On agenda item 3:

To terminate the powers of the Company’s Chairman of the Board of Directors Valery Senko as of January 9, 2014 (last day in this capacity) prematurely.

On agenda item 4:

To terminate the powers of the Company's Deputy Chairman of the Board of Directors Derk Erik Sauer as of January 9, 2014 (last day in this capacity) prematurely.

On agenda item 5:

To elect Nikolay Molibog General Director of the Company as of January 10, 2014.

On agenda item 6:

To elect the following six members of the Executive Board from January 10, 2014:

- Nikolay Molibog – Chairman of the Executive Board
- Derk Erik Sauer
- Elena Myasnikova
- Ekaterina Kruglova
- Maria Erlandts
- Alexander Lyubimov

On agenda item 7:

To elect Derk Erik Sauer Chairman of the Company's Board of Directors as of January 10, 2014.

On agenda item 8:

To elect Valery Senko Deputy Chairman of the Company's Board of Directors as of January 10, 2014.

On agenda item 9:

To determine the price (monetary value) of property (monetary funds denominated in rubles) to be divested by the Company in accordance with a related-party transaction - entering into an employment agreement with the Company's General Director in the amount stipulated in the Employment Agreement with the Company's General Director (Schedule No. 1 to Minutes of the Board of Directors meeting), which is less than 2% of the Company's balance sheet value determined on the basis of the financial statement as of the last reporting date.

On agenda item 10:

1. To approve a related-party transaction – entering into an employment agreement between the Company and the Company's General Director Nikolay Molibog – for an amount less than 2% of the Company's balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval, in accordance with the material terms set forth in Schedule 1 to Minutes of the Board of Directors meeting.
2. To empower Chairman of the Company's Board of Directors to sign the Employment Agreement with the Company's General Director Nikolay Molibog on behalf of the Company.

On agenda item 11:

To approve Nikolay Molibog's holding concurrent positions as the Company's General Director and General Director of the following companies: ROSBUSINESSCONSULTING CJSC, RBC Media LLC, and Nashi Dengi Publishing House LLC.

On agenda item 12:

- 1) To approve Derk Erik Sauer's holding concurrent positions of a member of the Company's Executive Board and Director of the following companies: Halverston Holdings Ltd, TIOGGA LIMITED, Gattico Holding Ltd;
- 2) To approve Alexander Lyubimov's holding concurrent positions as a member of the Company's Executive Board and General Director of RBC TV CJSC.

On agenda item 13:

To approve the Company's budget for Q1 2014 in accordance with Schedule 2 to Minutes of the Company's Board of Directors meeting.

On agenda item 14:

To adopt a resolution on matters that fall within the scope of powers of the sole member of Nashi Dengi Publishing House 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 Nashi Dengi Publishing House LLC in accordance with Schedule 3 to Minutes of the Company's Board of Directors meeting;

- to instruct General Director of Nashi Dengi Publishing House LLC to execute any and all necessary actions related to the registration of the new version of the Articles of Association of Nashi Dengi Publishing House LLC in accordance with the procedures stipulated by Russian law.

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **December 27, 2013.**

2.5. Date and number of the minutes of the Issuer's Board of Directors (Supervisory Board) meeting at which the above-mentioned resolutions were passed: **Minutes No. 68 dated December 27, 2013.**

3. Signature

3.1. RBC OJSC General Director

(Signature)

Derk Erik Sauer

3.2. Date: December 27, 2013.

Seal