

Schedule. Information on compliance with recommendations of the Russian Federal Financial Markets Service's Corporate Governance Code

On November 28, 2001, the Russian government approved the Corporate Governance Code, and its recommendations are currently used by the Company in its corporate activities. Mechanisms ensuring their implementation are provided for in the Articles of Association and RBC OJSC's internal documents in accordance with the applicable laws of the Russian Federation.

This Schedule has been compiled in accordance with the directive No. 03-849/r of the Federal Commission on the Securities Market dated April 30, 2003. Separate provisions of the Corporate Governance Code reflect RBC OJSC's efforts aimed at improving the corporate standards:

	Provision of the Corporate Governance Code	Compliance/Non-compliance	Note
General meeting of shareholders			
1	Notification of shareholders of general meetings of shareholders at least 30 days before the date of the meeting, regardless of the items on the agenda, unless the law stipulates a longer term.	Compliance	Article 14.23 of RBC OJSC's Articles of Association
2	Shareholders have the opportunity to review the list of persons entitled to participate in the general meeting, beginning from the date of the notification of the general meeting of shareholders and up until the end of the general meeting (if held in the form of joint presence) or until the deadline for the submission of ballot sheets (if held by absentee voting).	Compliance	Clause 12 of the Regulations on the general meeting of shareholders of RBC OJSC
3	Shareholders have the opportunity to review the information (materials) subject to provision in the course of preparation for the general meeting of shareholders, using electronic means of communication, including over the Internet.	Compliance	All information (materials) subject to provision to the Company's shareholders in the course of preparation for the general meeting of shareholders is available online at www.rbcholding.com in the "Corporate Events" section no less than 20 days prior to the date of the general meeting.

4	Shareholders have the opportunity to propose an issue for inclusion on the agenda of the general meeting or file a request to convene a general meeting without submitting an excerpt from the shareholders register of, if their rights to shares are accounted for in a shareholders register, or if rights to shares are accounted for on a deposit account, then an excerpt from the deposit account is sufficient to exercise the given rights.	Compliance	
5	The Articles of Association or internal documents of the joint-stock company contain a requirement on the mandatory presence at the general meeting of shareholders of the CEO, members of the Executive Board, members of the Board of Directors, members of the Audit and Compliance Committee, and the auditor of the company.	Non-compliance	According to the company's long-term practices of holding general meetings of RBC OJSC's shareholders, CEO, members of the Board of Directors, and members of the Executive Board attend the general meetings of shareholders.
6	Mandatory presence of candidates in cases where the general meeting of shareholders is considering items on the election of members of the Board of Directors, the CEO, members of the Executive Board, members of the Audit and Compliance Committee, and an item on the approval of the company's auditor.	Partial compliance	
7	The internal documents of the company contain regulations on the procedure for registering participants in the general meeting of shareholders.	Partial compliance	Clause 19 of the Regulations on the general meeting of shareholders of RBC OJSC.
Board of Directors			
8	The company's Articles of Association stipulate the powers of the Board of Directors to annually approve the joint-stock company's financial and business plan.	Compliance	Article 15.2 (20) of RBC OJSC's Articles of Association.
9	The Board of Directors has approved a procedure for risk management at the company.	Non-compliance	Risk management procedure falls within the scope of powers of RBC OJSC's Audit and Compliance Committee of the Board of Directors.

10	The company's Articles of Association stipulate the powers of the Board of Directors to suspend the powers of the CEO appointed by the general meeting of shareholders.	Not applicable	According to article 15.2 (5) of RBC OJSC's Articles of Association, only the Board of Directors has the authority to elect and terminate the powers of the CEO prematurely.
11	The company's Articles of Association stipulate the powers of the Board of Directors to set forth requirements for the qualifications and the remuneration payable to CEO, members of the Executive Board, heads of main departments of the joint-stock company.	Partial compliance	Article 15.2 (5) of RBC OJSC's Articles of Association.
12	The company's Articles of Association stipulate the powers of the Board of Directors to approve the terms and provisions of the agreements with the CEO and members of the Executive Board.	Compliance	Article 15.2 (5) of RBC OJSC's Articles of Association.
13	The company's Articles of Association or internal documents of the joint-stock company contain a requirement that the approval of the terms of agreements with the CEO (management organization, manager) and members of the Executive Board, the votes of members of the Board of Directors who hold such positions are not taken into account during the tallying of votes.	Partial compliance	Article 16.14 of RBC OJSC's Articles of Association.
14	The Board of Directors of the joint-stock company includes at least three independent directors who meet the requirements of the Corporate Governance Code.	Compliance	
15	No one on the Board of Directors of the joint-stock company has been found guilty of crimes in the sphere of business activities or crimes against the public authorities, interests of public service or local governance, or has been subjected to administrative penalties for offences in the sphere of business activities, finance, taxes and duties, or the securities market.	Compliance	No such persons on RBC OJSC's Board of Directors.
16	No one on the Board of Directors of the joint-stock company is a participant, CEO	Compliance	No such persons on RBC

	(manager), member of management bodies, or employee of a legal entity that competes with the joint-stock company.		OJSC's Board of Directors.
17	The company's Articles of Association stipulate that elections of members of the Board of Directors are conducted by cumulative voting.	Compliance	Article 14.3 (4) of RBC OJSC's Articles of Association.
18	The internal documents of the joint-stock company stipulate that members of the Board of Directors should refrain from any actions, which lead to a conflict of interest between them and the joint-stock company, and in the event of such conflict they should inform the Board of Directors of such conflict.	Compliance	Clause 2.1 of the Regulations on RBC OJSC's Board of Directors.
19	The internal documents of the joint-stock company stipulate that members of the Board of Directors should notify the Board of Directors in writing of their intention to complete a transaction with the securities of a company on whose board they serve, or the securities of the subsidiaries (associated companies) of such a company, as well as to disclose information on transactions they have performed with such securities.	Compliance	Clause 2.1 of the Regulations on RBC OJSC's Board of Directors.
20	The internal documents of the joint-stock company stipulate a requirement for holding meetings of the Board of Directors at least once every six weeks.	Compliance	Article 16.6 of RBC OJSC's Articles of Association. Clause 5.1 of the Regulations on RBC OJSC's Board of Directors.
21	During the year for which the company's annual report is being compiled, meetings of the Board of Directors are held at least once every six weeks.	Compliance	In 2013, meetings of RBC OJSC's Board of Directors were held more often than once every six weeks. A total of 17 meetings were held.

22	The internal documents of the joint-stock company stipulate the procedure for holding meetings of the Board of Directors.	Compliance	Article 16 of RBC OJSC's Articles of Association. Clause 5 of the Regulations on RBC OJSC's Board of Directors.
23	The internal documents of the joint-stock company contain a provision on the approval by the Board of Directors of transactions equal to 10% or more of the book value of Company's assets, except for the deals carried out in the ordinary course of business.	Compliance	Article 15.2 (27) of RBC OJSC's Articles of Association.
24	The internal documents of the joint-stock company stipulate that members of the Board of Directors have the right to receive the information necessary to perform their functions from the executive bodies and heads of the company's main departments, as well as specify liability for failure to provide such information.	Partial compliance	Clause 2.4 of the Regulations on RBC OJSC's Board of Directors.
25	The Board of Directors has a strategic planning committee, or the functions of this committee are entrusted to another committee (except for the Audit and Compliance Committee).	Non-compliance	The Board of Directors of RBC OJSC has the power and authority to determine the Company's priority business areas, approve the concept and strategy of the Company's development and ways of their implementation.
26	The Board of Directors has a committee (an audit committee) that recommends the company's auditor to the Board of Directors and interacts with the auditor and the company's Audit and Compliance Committee.	Compliance	The Audit and Compliance Committee of RBC OJSC was formed on the basis of the resolution adopted by the Board of Directors (Minutes of RBC OJSC Board of Directors meeting No. 10 dated September 30, 2010).
27	The Audit and Compliance Committee consists only of independent and non-executive members of the Board of Directors.	Compliance	Clause 3.2 of the Regulations on the Audit and Compliance Committee of the Board of Directors of RBC OJSC. The composition of the Audit and Compliance Committee is

			in line with this requirement.
28	Management of the Audit and Compliance Committee is conducted by an independent member of the Board of Directors.	Compliance	Independent member of RBC OJSC's Board of Directors Christophe Charlier is Chairman of the Audit and Compliance Committee.
29	The internal documents of the joint-stock company stipulate that all members of the Audit and Compliance Committee have the right to access any documents and information about the joint-stock company, provided they do not disclose confidential information.	Compliance	Clause 6.2 and 6.4 of the Regulations on the Audit and Compliance Committee of the Board of Directors of RBC OJSC.
30	A committee of the Board of Directors has been created (human resources and remuneration committee) whose functions include determining the criteria for selecting candidates for the Board of Directors and the development of the company's remuneration policy.	Compliance	The Human Resources and Remuneration Committee of the Board of Directors was formed in accordance with the resolution adopted by RBC OJSC's Board of Directors (Minutes No. 13 of RBC OJSC Board of Directors meeting dated December 1, 2010).
31	Management of the Human Resources and Remuneration Committee of the Board of Directors is conducted by an independent director.	Compliance	An independent member of the Board of Directors Valery Senko is Chairman of RBC OJSC's Human Resources and Remuneration Committee of the Board of Directors.
32	The Human Resources and Remuneration Committee of the Board of Directors does not have any company officers on it.	Compliance	Only non-executive members of the Board of Directors are on the Human Resources and Remuneration Committee of the Board of Directors.
33	The Board of Directors has a risk committee, or the functions of this committee have been entrusted to another committee (except for the Audit and Compliance Committee or Human Resources and Remuneration Committee of the Board of Directors).	Non-compliance	This committee has not been formed by the Company. The risk committee of the Board of Directors can be created if the need arises.

34	The Board of Directors has a corporate conflicts committee, or the functions of this Committee have been entrusted to another committee (except for the Audit and Compliance Committee or Human Resources and Remuneration Committee of the Board of Directors).	Non-compliance	This committee has not been formed by the Company. The corporate conflicts committee of the Board of Directors can be created if the need arises.
35	The corporate conflicts committee does not include company officers.	Not applicable	
36	Management of the corporate conflicts committee is conducted by an independent director.	Not applicable	
37	The internal documents of the joint-stock company approved by the Board of Directors provide for the procedure on the formation and operation of Board of Directors committees.	Compliance	The Regulations on the Audit and Compliance Committee and the Regulations on the Human Resources and Remuneration Committee of the Board of Directors have been approved by the resolution of RBC OJSC's Board of Directors.
38	The company's Articles of Association stipulate the procedure for determining a quorum at the Board of Directors meeting, which ensures mandatory participation of independent members of the Board of Directors in the board meetings.	Compliance	Article 16.11 of RBC OJSC's Articles of Association.
Executive bodies			
39	The joint-stock company has a collegial executive body (executive board).	Compliance	RBC OJSC's Executive Board was elected in accordance with the resolution adopted by the Board of Directors (Minutes No. 66 of RBC OJSC's Board of Directors meeting dated November 5, 2013).

40	The Articles of Association of the joint-stock company contain a provision on the approval of transactions related to property and taking out loans, if the said transactions do not constitute major transactions or they are carried out as part of the Company's routine business.	Compliance	Clause 17.8 (2) of RBC OJSC's Articles of Association.
41	The company's internal documents stipulate the procedure for the approval of operations that fall outside the scope of the ordinary course of business of the company.	Compliance	Clause 2.3.6 of the Regulations on the Audit and Compliance Committee of the Board of Directors of RBC OJSC.
42	The executive bodies of the company do not include anybody who is a participant, CEO (manager), member of a management body, or employee of a legal entity that competes with the joint-stock company.	Compliance	
43	No one in the executive bodies of the joint-stock company has been found guilty of crimes in the sphere of business activities or crimes against the public authorities, interests of public service or local governance, or has been subjected to administrative penalties for offences in the sphere of business activities, finance, taxes and duties, or the securities market. If the functions of the sole executive body are performed by a management organization or a manager, the CEO and members of the executive board of the management organization or the manager meet the requirements for the CEO or members of the executive board of the company.	Compliance	
44	The company's Articles of Association or internal documents prohibit the management organization (manager) from performing similar functions in a competing company, and also from having contractual relations with the company, other than providing services as a management organization (manager).	Not applicable	
45	The company's internal documents stipulate that the executive bodies should refrain from any actions, which lead to a conflict of interest between them and the company, and	Compliance	Article 17.10 of RBC OJSC's Articles of Association.

	in the event of such conflict they should inform the Board of Directors of such conflict.		
46	The company's Articles of Association or internal documents contain criteria for selecting the management organization (manager).	Not applicable	
47	The executive bodies provide monthly reports on their work to the board of directors.	Compliance	Article 17.11 of RBC OJSC's Articles of Association.
48	The contracts concluded by the company with the CEO (management company, manager) and members of the executive board establish liability for violation of the provisions on the use of confidential and proprietary information.	Compliance	
Secretary			
49	The company has a designated official (the company secretary) who is responsible for ensuring the company's bodies and officers comply with procedural requirements guaranteeing the observance of the rights and legal interests of the company's shareholders.	Partial compliance	The task of ensuring the compliance of bodies and officers of the joint-stock company with procedural requirements guaranteeing the observance of the rights and legal interests of the company has been given to RBC OJSC's secretary of the Board of Directors.
50	The company has a procedure stipulated by its Articles of Association or internal documents for appointing (electing) the company's secretary and determining his/her responsibilities.	Partial compliance	The existence of this position is not provided for by the Company. The requirement is complied with in respect of the secretary of RBC OJSC's Board of Directors.
51	The company's Articles of Association contain requirements for the candidates for the position of the company's secretary.	Non-compliance	The existence of this position is not provided for by the Company.
Material Corporate Actions			
52	The company's Articles of Association or internal documents contain requirements for the approval of major transactions prior to their completion.	Compliance	Article 15.2 (24) of RBC OJSC's Articles of Association.

53	Mandatory hiring of an independent appraiser to assess the market value of property that is the subject of a major transaction.	Compliance	
54	The company's Articles of Association prohibits any actions during the acquisition of major shareholdings in the company (takeover) that are aimed at protecting the interests of the executive bodies (members thereof) and the members of the Board of Directors or worsening the position of shareholders compared to the current situation (specifically, until the end of the scheduled period for the acquisition of shares, the Board of Directors is prohibited from adopting a resolution to issue additional shares, to issue securities convertible into shares, or securities conferring the right to purchase shares of the company, even if the right to adopt such a resolution is granted to it by the Articles of Association).	Non-compliance	This requirement is non-compliant, because passing resolutions on issuing additional securities of the Company falls outside the scope of powers of RBC OJSC's Board of Directors.
55	The company's Articles of Association contain requirements on mandatory hiring of an independent appraiser to assess the current market value of shares and possible changes in their market value as a result of a takeover.	Non-compliance	The company will hire an independent appraiser if the need arises.
56	The company's Articles of Association does not release the buyer from the obligation to propose that shareholders sell their ordinary shares in the company (issuable securities convertible into ordinary shares) in the course of a takeover.	Compliance	
57	The company's Articles of Association or internal documents contain requirements on mandatory hiring of an independent appraiser to determine the share conversion ratio in the course of the reorganization.	Non-compliance	The company will hire an independent appraiser if the need arises.
Information disclosure			
58	An internal document has been approved by the board of directors that determines the company's rules and approaches to information disclosure (Regulations on the Information Policy).	Non-compliance	The Company plans to approve Regulations on the Information Policy of RBC OJSC before the end of 2014.

59	The company's internal documents contain requirements on information disclosure on the purposes of share flotation, on the parties that plan to purchase the offered shares (including major shareholdings), and whether the company's senior officials intend to participate in the acquisition of the offered shares in the company.	Non-compliance	The purposes of the issue are written in the issue prospectus. Usually, RBC OJSC floats additional shares by public subscription and has no way of knowing potential buyers.
60	The company's internal documents contain a list of information, documents and materials that should be provided to shareholders for considering issues on the agenda of the general meeting of shareholders.	Compliance	Clause 9 of the Regulations on the general meeting of shareholders of RBC OJSC.
61	The company has an Internet website and regularly discloses information about the company on this website.	Compliance	http://www.e-disclosure.ru/portal/company.aspx?id=24832 www.rbcholding.ru/filings.shtml
62	The company's internal documents contain requirements on the disclosure of information about transactions with parties designated by the Articles of Association as senior officials of the company and about transactions with organizations in which senior company officials own directly or indirectly an equity shareholding of 20% or more, or over which they can exert significant influence by other means.	Partial compliance	The Company complies with the requirements of applicable laws on information disclosure. Schedule No. 1, Clause 40 of the Regulations on Insider Information.
63	The company's internal documents contain requirements on information disclosure about all transactions that could have an effect on the market value of the company's shares.	Partial compliance	The Company complies with the requirements of applicable laws on information disclosure.
64	The company has an internal document approved by the board of directors on the use of material information about the company's operations, the shares and other securities of the company, and transactions with them, where such information is not publicly available and its disclosure may have a material effect on the market value of the company's shares.	Compliance	Regulations on Insider Information have been approved by the Board of Directors.
Control over the Company's financial and business activities			

65	The board of directors has approved internal procedures for monitoring the company's financial and business activities.	Compliance	Regulations on Internal Control over RBC OJSC's Financial and Business Activities have been approved by the Board of Directors.
66	The company has a special division responsible for ensuring compliance with internal control procedures (audit and compliance service).	Compliance	Clause 3.2 of the Regulations on Internal Control over RBC OJSC's Financial and Business Activities.
67	The company's internal documents stipulate that the board of directors should determine the structure and composition of the company's audit and compliance service.	Compliance	Clause 4.2 and 4.4 of the Regulations on Internal Control over RBC OJSC's Financial and Business Activities.
68	No one on the company's audit and compliance service has been found guilty of crimes in the sphere of business activities or crimes against the public authorities, interests of public service or local governance, or has been subjected to administrative penalties for offences in the sphere of business activities, finance, taxes and duties, or the securities market.	Compliance	
69	No one on the company's audit and compliance service is a member of the company's executive bodies or is a participant, CEO (manager), member of management bodies, or employee of a legal entity that competes with the joint-stock company.	Compliance	
70	The company's internal documents specify a deadline for submitting documents and materials to the audit and compliance service to assess financial and business activities, as well as the liability of company officers and employees for the late submission of such documents and materials.	Partial compliance	Clause 3.1 of the Regulations on RBC OJSC's Audit and Compliance Committee.

71	The company's internal documents mandate the audit and compliance service to report to the audit and compliance committee about any discovered violations, and in the absence of such committee, to the board of directors of the company.	Compliance	Clause 3.3.4 of the Regulations on Internal Control over RBC OJSC's Financial and Business Activities.
72	The company's Articles of Association stipulate that the audit and compliance service perform a preliminary assessment of the feasibility of making transactions that are not contemplated by the company's financial and business plan (non-standard transactions).	Non-compliance	This function falls within the scope of powers of RBC OJSC's Board of Directors.
73	The company's internal documents stipulate the procedure for approval of non-standard transactions by the Board of Directors.	Compliance	Clause 2.3.6 of the Regulations on RBC OJSC's Audit and Compliance Committee of the Board of Directors.
74	The board of directors has approved an internal document that determines the procedure for the audit and compliance committee conducting audits of the company's financial and business activities.	Compliance	The Company's annual general meeting approved Regulations on the Audit and Compliance Committee of RBC OJSC. Minutes No.9 dated June 29, 2011.
75	The Audit and Compliance Committee reviews the audit opinion before it is submitted to shareholders at the general meeting of shareholders.	Compliance	Clause 2.3.1 (g) of the Regulations on RBC OJSC's Audit and Compliance Committee of the Board of Directors.
Dividends			
76	The board of directors has approved an internal document from which it seeks guidance when making recommendations on the amount of dividend payout (Regulations on Dividend Policy).	Non-compliance	Regulations on the Dividend Policy will be adopted before the end of 2014.
77	Regulations on the Dividend Policy contain a procedure for determining the minimum share of the company's net profit to be allocated for dividend payout, and conditions that preclude the company from making dividend payouts or partial dividend payouts are made in respect of preferred shares, whereas the amount of dividend payout is stipulated in the company's Articles of Association.	Not applicable	

78	Information on the company's dividend policy and amendments thereto are published in a bulletin stipulated in the company's Articles of Association for publishing notices on the general meetings of shareholders, and this information is placed on the company's website.	Not applicable	