

**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 address	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 Board of Directors meeting was attended by 6 out of 7 members of the Board of Directors.</i></p> <p>2.2. Results of voting on agenda items: <i>On all agenda items:</i> Voted: FOR: Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Vadim Medvedev, a total of 6 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 6 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Board of Directors: <i>On agenda item 1:</i> To determine further development of RBC Group's businesses as the Company's priority.</p> <p><i>On agenda item 2:</i> To approve a transaction between RBC PJSC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a 99% participatory interest is pledged is Global Media Solutions LLC) under conditions set out in Schedule No. 2 to these Minutes.</p> <p><i>On agenda item 3:</i> To approve a transaction between RBC PJSC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a 1% participatory interest is pledged is Global Media Solutions LLC) under conditions set out in Schedule No. 3 to these Minutes.</p> <p><i>On agenda item 4:</i> To approve a transaction between RBC PJSC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Share Pledge Agreement dated April 27, 2010 (the company whose shares are pledged is ROSBUSINESSCONSULTING CJSC) under conditions set out in Schedule No. 4 to these Minutes.</p> <p><i>On agenda item 5:</i> To approve a transaction by RBC PJSC's subsidiary - RBK Online LLC, in which RBC PJSC holds directly more than a 2% (two percent) participatory interest in its authorized capital – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a participatory interest is pledged is BusinessPress LLC) between RBK Online LLC (the Pledgor), E.M.I.S Finance B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) under conditions set out in Schedule No. 5 to these Minutes.</p> <p><i>On agenda item 6:</i> To approve a transaction by RBC PJSC's subsidiary - RBK Online LLC, in which RBC PJSC holds directly more than a 2% (two percent) participatory interest in its authorized capital – Agreement on amending and restating the Share Pledge Agreement dated April 27, 2010 (the company whose shares are pledged is RBC TV JSC) between RBK Online LLC (the Pledgor), E.M.I.S Finance B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) under conditions set out in Schedule No. 6 to these Minutes.</p> <p><i>On agenda item 7:</i> To approve a transaction by RBC PJSC's subsidiary - ROSBUSINESSCONSULTING CJSC, in which RBC PJSC holds directly more than 2% (two percent) of voting shares – Agreement on amending and restating the Pledge Agreement for Exclusive Rights to Trademarks No. 211042, 386357, 335926, 290817, 398875, and 400442 dated April 27, 2010 between ROSBUSINESSCONSULTING CJSC (the Pledgor), E.M.I.S Finance B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) under conditions set out in Schedule No. 7 to these Minutes.</p>	

On agenda item 8:

To approve a transaction by RBC PJSC's subsidiary - RBC TV JSC, in which RBC PJSC holds indirectly more than 2% (two percent) of voting shares – Agreement on amending and restating the Pledge Agreement for Exclusive Rights to Trademark No. 292998 dated April 27, 2010 between RBC TV JSC (the Pledgor), E.M.I.S Finance B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) under conditions set out in Schedule No. 8 to these Minutes.

On agenda item 9:

To approve a transaction by RBC PJSC's subsidiary - Halverston Holdings Limited, in which RBC PJSC holds indirectly more than 2% (two percent) of voting shares – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a participatory interest is pledged is Media Mir LLC) between Halverston Holdings Limited (the Pledgor), E.M.I.S Finance B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) under conditions set out in Schedule No. 9 to these Minutes.

On agenda item 10:

To approve that a representative of RBC PJSC votes "FOR" the following agenda items of the extraordinary general meeting of RBK Online LLC members.

On the agenda item: "On the approval of a transaction between RBK Online LLC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a participatory interest is pledged is BusinessPress LLC)"

with the following wording of the resolution:

"To approve a transaction between RBK Online LLC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Participatory Interest Pledge Agreement dated April 27, 2010 (the company in which a participatory interest is pledged is BusinessPress LLC) under conditions set out in the draft (schedule No. 1 to these Minutes)."

On the agenda item: "On the approval of a transaction between RBK Online LLC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Share Pledge Agreement dated April 27, 2010 (the company whose shares are pledged is RBC TV JSC)"

with the following wording of the resolution:

"To approve a transaction between RBK Online LLC (the Pledgor), E.M.I.S FINANCE B.V. (the Pledgee), and B&N BANK PJSC (the Enforcement Agent) – Agreement on amending and restating the Share Pledge Agreement dated April 27, 2010 (the company whose shares are pledged is RBC TV JSC) under conditions set out in the draft (schedule No. 2 to these Minutes)."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolutions were passed: **December 12, 2017.**

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. 108 dated December 14, 2017.**

3. Signature

3.1. Attorney-In-Fact

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

(signature)

Igor Selivanov

3.2. Date _____ December 14, 20 17

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