

**Material fact notice
on convening and holding the general meeting of the Issuer's participants (shareholders) and
resolutions adopted by it**

1. General Information	
1.1. Issuer's full corporate name	Public Joint Stock Company "RBC"
1.2. Issuer's short corporate name	PJSC "RBC"
1.3. Issuer's location	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
1.8. Date of the event (material fact), about which the notice was drawn up (if appropriate)	July 1, 2019.

2. Contents of the notice	
2.1. Type of the general meeting of the Issuer's participants (shareholders) (annual (ordinary), extraordinary): annual general meeting of shareholders.	
2.2. Form of the general meeting of the Issuer's participants (shareholders) (meeting (joint presence) or absentee voting): meeting (joint attendance of shareholders to discuss items on the agenda and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.	
2.3. Date, place, and time of the general meeting of the Issuer's participants (shareholders): June 28, 2019 PJSC "RBC's" offices at 78 Profsoyuznaya St., Moscow	
2.4. The quorum of the General Meeting of the Issuer's participants (shareholders): Persons who held a total of 264 201 865 votes, which corresponds to 72.2591% of the total votes of the persons entitled to participate in the meeting, were registered at 10 a.m. local time. In accordance with the requirements of clause 4.12 of the Bank of Russia Regulations No. 660-P on General Meetings of Shareholders dated November 16, 2018 a General meeting held in the form of a meeting shall be opened if by the time of its commencement there is a quorum on at least one of the items on the agenda. (hereinafter, "the Regulations"). The quorum for opening of the meeting was achieved.	
2.5. The agenda of the general meeting of the Issuer's participants (shareholders):	
1. On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for 2018.	
2. On determining the number of members of the Company's Board of Directors.	
3. On election of members of the Company's Board of Directors.	
4. On determining the number of members of the Company's Audit and Compliance Committee.	
5. On election of members of the Company's Audit and Compliance Committee.	
6. On approval of the auditor of the Company's Russian accounting (financial) statements for 2019.	
7. On approval of the auditor of the Company's IFRS financial statements for 2019.	
2.6. The results of voting on agenda items of the general meeting of the Issuer's participants (shareholders), for which the quorum was achieved, and resolutions passed by the general meeting of the Issuer's participants (shareholders): Agenda item 1. "On distribution of the Company's profit and losses (including the payout (announcement) of dividends) for the reporting year of 2018."	
RESULTS OF THE VOTING:	

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	264,201,865
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 1.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,964,016	99.9100
AGAINST	234,700	0.0888
ABSTAINED	0	0.0000
Invalid or uncounted on other grounds		3,149

The resolution was passed based on voting results.

Agenda item 2. "On determining the number of members of the Company's Board of Directors."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
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Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	264,201,865
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 2.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,968,717	99.9117
AGAINST	230,000	0.0871
ABSTAINED	0	0.0000
Invalid or uncounted on other grounds		3,148

Agenda item 3. "On election of members of the Company's Board of Directors."

RESULTS OF THE VOTING:

Number of cumulative votes held by persons eligible to participate in the meeting:	2,559,417,070
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	2,559,417,070
Number of cumulative votes held by persons who participated in the general meeting.	1,849,413,055
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 3.

No.	Candidate's name	Number of cumulative votes
FOR - breakdown of votes by candidate		
1	Anna Tyushkevich	263,996,621
2	Dmitry Strashnov	263,964,314
3	Fulvio Conti	263,965,214
4	Nikolay Molibog	263,963,314
5	Boris Krasnovsky	263,962,614
6	Irina Esipenko	10
7	Vadim Medvedev	263,963,314
8	Yuri Shumilov	263,965,604
FOR		1,847,781,005
AGAINST		1,610,000
ABSTAINED		0
Invalid or uncounted on other grounds		22,050

The following persons were elected based on the voting results:

Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Vadim Medvedev and Yuri Shumilov.

Agenda item 4. "On determining the number of members of the Company's Audit and Compliance Committee."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	264,201,865
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 4.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	264,198,617	99.9988
AGAINST	0	0.0000

ABSTAINED	0	0.0000
Invalid or uncounted on other grounds		3,248

The resolution was passed based on voting results.

Agenda item 5. "On election of members of the Company's Audit and Compliance Committee."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting.	264,201,865
Quorum (%)	72.2591%
the quorum on this agenda item was achieved . Voting was done by ballot paper 5.	

Candidate's full name: **Marina Zhumaeva**

	For	Against	Abstained
Number of votes	263,963,304	3	230,000
% of shareholders who participated in the meeting	99.9097	0.0000	0.0871
Invalid or uncounted on other grounds			8,558

Candidate's full name: **Andrey Polyakov**

	For	Against	Abstained
Number of votes	263,963 305	2	230,000
% of shareholders who participated in the meeting	99.9097	0.0000	0.0871
Invalid or uncounted on other grounds			8,558

Candidate's full name: **Marina Smirnova**

	For	Against	Abstained
Number of votes	263,962,807	500	230,000
% of shareholders who participated in the meeting	99.9095	0.0002	0.0871
Invalid or uncounted on other grounds			8,558

Candidate's full name: **Rumia Musina**

	For	Against	Abstained
Number of votes	501	263,962,806	230,000
% of shareholders who participated in the meeting	0.0002	99.9095	0.0871
Invalid or uncounted on other grounds			8,558

The following persons were elected based on the voting results:

Marina Zhumaeva, Andrey Polyakov, and Marina Smirnova.

Agenda item 6. "On approval of the auditor of the Company's Russian accounting (financial) statements for 2019."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	264,201,865
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 6.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,968,717	99.9117
AGAINST	0	0.0000
ABSTAINED	230,000	0.0871
Invalid or uncounted on other grounds		3,148

The resolution was passed based on voting results.

Agenda item 7. "On approval of the auditor of the Company's IFRS financial statements for 2019."

RESULTS OF THE VOTING:

Number of votes held by persons eligible to participate in the general meeting.	365,631,010
Number of votes that corresponds with the Company's voting shares determined on the basis of clause 4.24 of the Regulation.	365,631,010
Number of votes held by persons who participated in the general meeting on this agenda item.	264,201,865
Quorum (%)	72.2591%

the quorum on this agenda item was **achieved**. Voting was done by ballot paper 7.

Voting options	Number of votes	% of shareholders who participated in the meeting
FOR	263,968,717	99.9117
AGAINST	0	0.0000
ABSTAINED	230,000	0.0871
Invalid or uncounted on other grounds		3,148

The resolution was passed based on voting results.

2.7. Wordings of the resolutions passed by the general meeting:

Resolution on agenda item 1: Not to distribute the Company's net losses for the reporting period of 2018; not to distribute accumulated losses from previous periods; and not to pay out dividends for 2018.

Resolution on agenda item 2: To determine that the Company's Board of Directors shall consist of 7 (seven) members.

Resolution on agenda item 3: To elect the following persons to the Company's Board of Directors:

1. Anna Tyushkevich
2. Dmitry Strashnov
3. Fulvio Conti
4. Nikolay Molibog
5. Boris Krasnovsky
6. Vadim Medvedev
7. Yuri Shumilov.

Resolution on agenda item 4: To determine that the Company's Audit and Compliance Committee shall consist of 3 (three) members.

Resolution on agenda item 5: To elect the following members to the Company's Audit and Compliance Committee:

1. Marina Zhumaeva
2. Andrey Polyakov
3. Marina Smirnova.

Resolution on agenda item 6: To approve Baker Tilly Rus (OGRN 1027700115409, address: 32A Khoroshevskoye Highway, Moscow 123007) as the auditor of the Company's Russian accounting (financial) statements for 2019.

Resolution on agenda item 7: To approve Joint Stock Company "KPMG" (OGRN 1027700125628; located at 16 Olimpiysky Avenue, building 5, room 24E, suite I, 3rd floor, Moscow 129110) as the auditor of the Company's IFRS financial statements for 2019.

2.8. Date and number of the minutes of the general meeting of the Issuer's participants (shareholders): **Minutes 21 dated July 1, 2019.**

2.9. Identification features of the Issuer's securities:

type, category, series of securities: **uncertificated registered ordinary shares;**

state registration number of the issue and date of its registration: **state registration number of the issue is 1-02-56413-N, registration date: 01.11.2010;**

International Securities Identification Number (ISIN): **RU000A0JR6A6.**

3. Signature

3.1. Attorney-in-Fact

(Power of Attorney No. 33/19/rbk dated 01.01.2019)

(signature)

Igor Selivanov

3.2. Date _____ July 1, _____ 20 19

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