

**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)	<b>RBC Open Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC OJSC</b>
1.3. Issuer's address	<b>78 Profsoyuznaya St., Moscow 117393</b>
1.4. Issuer's primary state registration number (OGRN)	<b>1057746899572</b>
1.5. Issuer's TIN	<b>7728547955</b>
1.6. Issuer's unique code assigned by the registration authority	<b>56413-N</b>
1.7. Address of the website used by the Issuer to disclose information	<a href="http://www.e-disclosure.ru/portal/company.aspx?id=24832">http://www.e-disclosure.ru/portal/company.aspx?id=24832</a>  <a href="http://rbcholding.ru/filings.shtml">http://rbcholding.ru/filings.shtml</a>

2. Contents of the notice	
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting  <b>The Board of Directors meeting was attended by 7 out of 9 members of the Board of Directors. The meeting was quorate, and members of the Board of Directors were eligible to adopt resolutions on all items of the agenda.</b></p>	
<p>2.2. Results of voting on agenda items:</p> <p><b>On agenda item 1:</b>  On the premature termination of powers of the Secretary of the Company's Board of Directors.  Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Ekaterina Salnikova, Sergey Podsypanin, – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 2:</b>  On election of a Secretary of the Company's Board of Directors.  Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Ekaterina Salnikova, Sergey Podsypanin, – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 3:</b>  On recommending that the Company's Board of Directors approve a new version of the Company's Articles of Association (version No. 7).  Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Ekaterina Salnikova, Sergey Podsypanin, – a total of 7 votes.  <b>AGAINST: none.</b>  <b>ABSTAINED: none.</b>  <b>TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</b></p> <p><b>On agenda item 4:</b>  On recommending that the Company's Board of Directors approve a new version of the Regulations on the Company's General Meeting of Shareholders.  Voted <b>FOR</b>: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Ekaterina Salnikova, Sergey Podsypanin, – a total of 7 votes.</p>	

AGAINST: **none**.  
ABSTAINED: **none**.  
TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.

**On agenda item 5:**

On recommending that the Company's Board of Directors approve a new version of the Company's Regulations on the Board of Directors.

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 6:**

Convening an annual general meeting of the Company's shareholders (AGM).

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 7:**

Approval of the AGM agenda.

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 8:**

Determining the record date for compiling the list of persons eligible to participate in the AGM.

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 9:**

On the Company's auditor.

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 10:**

Preliminary approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.

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

AGAINST: **none**.

ABSTAINED: **none**.

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

**On agenda item 11:**

On recommendations on the distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013.

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

**AGAINST: none.**

**ABSTAINED: none.**

**TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.**

**On agenda item 12:**

Approval of the list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information).

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

**AGAINST: none.**

**ABSTAINED: none.**

**TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.**

**On agenda item 13:**

Approval of the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.

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

**AGAINST: none.**

**ABSTAINED: none.**

**TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none.**

**On agenda item 14:**

To determine the procedure and date for sending out Notices and ballot sheets to the persons eligible to participate in the AGM of the Company, and the postal address to which completed ballot sheets can be sent.

Voted **FOR**: Derk Sauer, Sergey Lavrukhin, Valery Senko, Christophe Charlier, Elena Myasnikova, Ekaterina Salnikova, Sergey Podsypanin, – 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 Secretary of the Company's Board of Directors Marina Stafeeva.

**On agenda item 2:**

To elect Yulia Krivororytova Secretary of the Company's Board of Directors.

**On agenda item 3:**

To recommend that the Company's Board of Directors approve a new version of the Company's Articles of Association (version No. 7) in accordance with Schedule No. 1 to Minutes of the Board of Directors meeting.

**On agenda item 4:**

To recommend that the Company's Board of Directors approve a new version of the Regulations on the Company's General Meeting of Shareholders in accordance with Schedule No. 2 to Minutes of the Board of Directors meeting.

**On agenda item 5:**

To recommend that the Company's Board of Directors approve a new version of the Company's Regulations on the Board of Directors in accordance with Schedule No. 3 to Minutes of the Board of Directors meeting.

**On agenda item 6:**

To convene an AGM. To hold the AGM in the form of a meeting (joint attendance of shareholders to discuss issues on the meeting's agenda and adopt resolutions on motions put to vote) with ballot sheets distributed in advance.

To approve the following:

- venue for the AGM and registration of AGM participants: RBC's offices at 78 Profsoyuznaya Street, RBC OJSC offices.
- AGM date: June 26, 2014.
- AGM commencement time: 11 a.m.
- Beginning of registration for AGM participants: 10 a.m.

To approve the cost estimate for holding the AGM (in accordance with Schedule No. 4 to Minutes of the meeting of the Board of Directors).

**On agenda item 7:**

To approve the following agenda items for the Company's AGM:

1. Approval of a new version of the Company's Articles of Association (version No. 7).
2. Approval of a new version of the Regulations on the Company's General Meeting of Shareholders.
3. Approval of a new version of the Regulations on the Company's Board of Directors.
4. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.
5. Distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013.
6. Approval of the Company's auditor.
7. Election of members of the Audit and Compliance Committee of the Company.
8. Election of members of the Board of Directors of the Company.
9. 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.

**On agenda item 8:**

To instruct the specialized registrar Computershare Registrar CJSC to compile the list of persons eligible to participate in the AGM based on the Company's shareholders register as of May 30, 2014 (end of business day).

**On agenda item 9:**

Taking into account the recommendation of the Audit and Compliance Committee (minutes No. 8 dated May 15, 2014) (attached), to recommend to the AGM to approve Grant Thornton as RBC OJSC's 2014 auditor.

**On agenda item 10:**

To approve preliminary the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results and recommend them for approval by the AGM.

**On agenda item 11:**

To recommend to the AGM not to distribute the Company's profit and losses based on 2013 results, due to the company's loss in the amount of RUB 407,396 including not to pay out dividends on the Company's shares for 2013.

**On agenda item 12:**

To approve the following list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information):

- 1) Notice of the Company's AGM;
- 2) Draft 2013 Annual Report of the Company;
- 3) Report of the Audit and Compliance Committee on the accuracy of data contained in the Company's

- annual report, as well as the Audit and Compliance Committee's report based on the results of the audit of the Company's annual financial statement for 2013;
- 4) Annual financial statement, including the income statement (profit and loss accounts) of the Company for 2013;
  - 5) Auditor's report issued by an independent auditor – Grant Thornton;
  - 6) Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013;
  - 7) An assessment of the report issued by the Company's independent auditor Grant Thornton by the Audit and Compliance Committee of the Board of Directors of RBC OJSC;
  - 8) Information on candidates for the Company's auditor (Grant Thornton);
  - 9) Information on candidates for the Company's Board of Directors, Audit and Compliance Committee;
  - 10) Information on the availability/lack of a written consent of nominated candidates for appointment to the respective body of the Company;
  - 11) Draft resolutions of the Company's AGM;
  - 12) Draft of a new version of the Company's Articles of Association;
  - 13) Draft of a new version of the Company's Regulations on the General Meeting of Shareholders;
  - 14) Draft of a new version of the Regulations on the Company's Board of Directors.

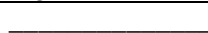
To ensure access of shareholders to the abovementioned information between 10 a.m. and 6 p.m. on business days, starting from June 5, 2014, at the following address: 78 Profsoyuznaya St., Moscow. The materials shall be provided to shareholders in accordance with the procedure stipulated by Russian law and the Company's Articles of Association.

**On agenda item 13:**

To approve the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.

**On agenda item 14:**

1. To publish the announcement on holding the AGM in the RBC Daily newspaper no later than May 25, 2014.
2. To send out ballot sheets and the announcement on holding the AGM by registered mail to each person eligible to participate in the annual general meeting of the Company's shareholders no later than June 5, 2014.
3. Completed ballot sheets can be submitted to the following addresses:  
8 Ivana Franko St., Moscow, Russia 121108, Computershare Registrar;  
78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC.
- 2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **May 19, 2014.**
- 2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes 73 dated May 21, 2014.**

3. Signature		
3.1. RBC OJCS General Director	 (signature)	Nikolay Molibog
3.2. Date:	May 21, 2014	Seal