

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 Company received ballot sheets from 6 out of 7 members of the Board of Directors within the established deadline.</i></p> <p>2.2. Results of voting on agenda items: <i>The votes on agenda items 1, 2, 4 and 5 of two members of the Board of Directors, having interest in the transactions, were not taken into account:</i> Voted: FOR: Andrey Kononov, Alexander Lyubimov, Elena Myasnikova, Dmitry Usanov, a total of 4 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 4 votes, AGAINST - none, ABSTAINED – none. <i>On agenda items 3, 6 and 7:</i> Voted: FOR: Andrey Kononov, Alexander Lyubimov, Nikolay Molibog, Elena Myasnikova, Dmitry Razumov, Dmitry Usanov, 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 set the price (monetary value) of the asset, which is the subject of a related party transaction between RBC PJSC (the Borrower) and ONEXIM HOLDINGS LIMITED (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. DZ/TR00-026 dated October 16, 2015 (hereinafter, "the Supplementary Agreement") at the following amount: The Borrower shall repay the Lender a USD 2,420,000 (two million four hundred twenty thousand US dollar) loan no later than on October 15, 2017 with interests at the rate of 10% (ten percent). <i>On agenda item 2:</i> To approve a related party transaction between RBC PJSC (the Borrower) and ONEXIM HOLDINGS LIMITED (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. DZ/TR00-026 dated October 16, 2015 (hereinafter, "the Agreement"), in accordance with which clause 2.1 of the Agreement shall read as follows: "2.1. The Parties have agreed that the Borrower shall repay the Lender the Loan no later than on October 15, 2017 by transferring the respective amount to the Lender's account." The Supplementary Agreement shall take effect immediately upon its signing by the Parties. <i>On agenda item 3:</i> To approve a transaction between RBC PJSC (the Borrower) and ONEXIM HOLDINGS LIMITED (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. DZ/TR00-026 dated October 16, 2015 (hereinafter, "the Agreement"), in accordance with which clause 2.1 of the Agreement shall read as follows: "2.1. The Parties have agreed that the Borrower shall repay the Lender the Loan no later than on October 15, 2017 by transferring the respective amount to the Lender's account." The Supplementary Agreement shall take effect immediately upon its signing by the Parties. <i>On agenda item 4:</i> To set the price (monetary value) of the asset, which is the subject of a related party transaction between RBC</p>

PJSC (the Assignee) and Media Mir LLC (the Assignor), the Agreement on the assignment of domain administration rights dated October 1, 2016, at RUB 4,900.00 (four thousand nine hundred and 00/100 rubles, including an 18% VAT of RUB 747.45 (seven hundred forty-seven and 45/100 rubles)."

On agenda item 5:

To approve a related party transaction between RBC PJSC (the Assignee) and Media Mir LLC (the Assignor), the Agreement on the assignment of domain administration rights dated October 1, 2016, whereby the Assignor shall assign to the Assignee the administration rights to the following domains: ml-network.ru, advertpay.ru, rbcontext.ru, adcontent.ru, adnet.ru, link-video.ru, video-link.ru, video-links.ru, adsystem.ru, advertpay.net. The Agreement shall take effect immediately upon its signing by the Parties and remain in effect under the Parties fully discharge their obligations hereunder."

On agenda item 6:

"To adopt the resolution of RBC PJSC, the sole member of RBC Media LLC, to approve the new version of RBC Media LLC's Articles of Association."

On agenda item 7:

"To adopt the resolution of RBC PJSC, the sole member of RBC Media LLC, to wind up RBC Media LLC and appoint a liquidation commission."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolutions were passed: **December 16, 2016.**

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. 98 dated December 16, 2016.**

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 16, 2016

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