

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: On all agenda items: 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: On agenda item 1: Convene an AGM in the form of a meeting (joint attendance of shareholders to discuss items on the agenda of the General Meeting and to 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 offices at 78 Profsoyuznaya Street, Moscow. –Date of the AGM: June 29, 2017. –AGM commencement time: 11 a.m. Moscow time. –Registration of AGM participants: 10 a.m. Moscow time.</p>	
<p>On agenda item 2: To approve the following agenda items for the Company's AGM on June 29, 2017:</p> <ol style="list-style-type: none"> 1. Approval of the Company's annual report, annual financial statement for 2016. 2. Distribution of the Company's profit and losses, including the payout of dividends for 2016. 3. Approval of the Company's auditor. 4. Determining the number of the Board of Directors members. 5. Election of the Board of Directors members. 6. Determining the number of the members of the Company's Audit and Compliance Committee. 7. Election of the members of the Company's Audit and Compliance Committee. 	
<p>On agenda item 3: Set June 5, 2017 as the record date for compiling the list of persons eligible to participate in the AGM to be held on June 29, 2017.</p>	
<p>On agenda item 4: To approve the following list of documents (information) to be made available to shareholders ahead of the AGM on June 29, 2017.</p> <ol style="list-style-type: none"> 1. A notice on convening the Company's AGM. 2. Draft of the Company's 2016 Annual Report. 3. The Company's annual financial statement for 2016. 4. Auditor's report on the Company's annual financial statement for 2016. 5. The report of the Company's Audit and Compliance Committee on the accuracy of the data in the Company's annual report and annual financial statement for 2016. 6. The assessment of the Audit Committee at the Company's Board of Directors of the report by independent auditor Baker Tilly Rus JSC on the Company's annual financial statement for 2016. 	

7. Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses, including the payout of dividends for 2016.
8. Information about the candidate for the Company's auditor.
9. Information about the candidates for the members of the Company's Board of Directors and 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 AGM.

To ensure the access of persons eligible to participate in the AGM on June 29, 2017 to the said documents (information) on business days from 10 a.m. till 6 p.m. starting June 8, 2017 at the address: 78, Profsoyuznaya St., Moscow, RBC PJSC offices, as well as during the AGM on June 29, 2017.

The information (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 5:

To approve the wording of the announcement on holding the AGM on June 29, 2017 in accordance with Schedule 1 to these Minutes, the form and wording of the ballot sheet in accordance with Schedule 2 to these Minutes, and draft resolutions of the AGM in accordance with Schedule 3 to these Minutes.

On agenda item 6:

To publish the notice on holding the AGM on June 29, 2017 in RBC newspaper and on the Company's website no later than on June 8, 2017.

On agenda item 7:

1. To approve that ballot sheets for voting at the AGM on June 29, 2017 must be sent out by registered mail to each person eligible to participate in the AGM of the Company's shareholders no later than June 8, 2017.
2. Completed ballot sheets can be submitted to the following addresses:
18 Stromynka St., building 13, Moscow 107996, Registrar R.O.S.T. JSC;
78 Profsoyuznaya St. Moscow 117393, RBC PJSC.
3. For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 26, 2017 shall be counted.

On agenda item 8:

To elect Andrey Kononov, a member of the Company's Board of Directors, Chairperson of the AGM on June 29, 2017.

On agenda item 9:

Pursuant to Article 53.7 of the Federal Law "On Joint-Stock Companies" to include in the list of candidates for voting on the election of members of the Company's Board of Directors at the AGM to be held in 2017 the candidates in accordance with Schedule 4 to these Minutes.

On agenda item 10:

Pursuant to Article 53.7 of the Federal Law "On Joint-Stock Companies" to include in the list of candidates for voting on the election of members of the Company's Audit and Compliance Committee at the AGM to be held in 2017 the candidates in accordance with Schedule 5 to these Minutes.

On agenda item 11:

To approve preliminarily the Company's annual report, annual financial statement for 2016 and recommend that the Company's shareholders approve them at the AGM on June 29, 2017.

On agenda item 12:

To recommend that the Company's AGM approve on June 29, 2017 distribute the part of Company's net profit for 2016 in the amount of RUB 35 100,58 to the Company's Reserve Found. Not to distribute the rest of the 2016 net profit. Not to pay out dividends on the Company's ordinary shares for 2016.

On agenda item 13:

To propose that the Company's AGM approve on June 29, 2017 Baker Tilly Rus (OGRN 1027700115409, address: 32A Khoroshevskoye Highway, Moscow 123007, Moscow) as the Company's auditor in 2017.

On agenda item 14:

To approve the Company's annual consolidated financial statement for 2016.

On agenda item 15:

To approve the following resolutions passed by RBC PJSC, as the sole member:

- Not to distribute the profit of Global Media Solutions LLC due to a loss in 2016;
- Not to distribute the profit of AdLine LLC due to a loss in 2016;
- Not to distribute the profit of RBC Media LLC due to a loss in 2016;
- To use part of Technosoft LLC's 2016 net profit in the amount of RUB 1,747,000 to cover past years' losses; not to distribute the rest of the 2016 net profit amounting to RUB 2,391,000.

On agenda item 16:

To approve the wording of a resolution passed by RBC PJSC, the sole shareholder of Rosbusinessconsulting CJSC:

To terminate the participation of Rosbusinessconsulting CJSC in Samaraenergo PJSC (TIN 6315222985, having

its address at 9, Georgiya Mitireva Proezd, Samara, 443079, the Russian Federation), by accepting a mandatory offer for share purchase from CHARMSHINE INVESTMENTS LIMITED and submitting an application to sell Rosbusinessconsulting CJSC's 650,000 (six hundred fifty thousand) uncertificated registered ordinary shares with state registration number: 1-02-00127-A at the price of RUB 0.289 (point two eight nine) per share in accordance with Articles 84.2, 84.3 of the Federal Law "On Joint Stock Companies."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the relevant resolution was passed: **May 25, 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. 99 dated May 26, 2017.**

2.6. Identification attributes of the shares:

type, category (kind), series of securities: **uncertified registered ordinary shares;**

state registration reference of the securities issue and the date of state registration: **issue state registration reference 1-02-56413-N, registered on 01/11/2010;**

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

3. Signature

3.1. Attorney-In-Fact

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

(signature)

Igor Selivanov

3.2 Date _____ May 26, 20 17

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