

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)	RBC Open Joint-Stock Company
1.2. Issuer's short corporate name	RBC OJSC
1.3. Issuer's address	78 Profsoyuznaya St., Moscow 117393, Russia 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 board) meeting 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 9 out of 9 members of the Board of Directors within the established deadline.</p>	
<p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: On the Company's participation in other entities. Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, - a total of 8 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics - a total of 1 vote. Total: FOR - 8 votes, AGAINST - none, ABSTAINED – 1. The resolution was passed.</p> <p>On agenda item 2: On determining the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress LLC between RBC OJSC and RBK Online LLC. Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics - a total of 1 vote. Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1. <i>Pursuant to Article 77.1 of the Federal Law "On Joint-Stock Companies," the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).</i> The resolution was passed.</p> <p>On agenda item 3: On approval of a related party transaction in respect of the sale of a participatory interest in the authorized capital of BusinessPress LLC - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress LLC between RBC OJSC and RBK Online LLC. Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes. AGAINST: none. ABSTAINED: Jurijs Adamovics - a total of 1 vote. Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1.</p>	

Pursuant to Article 83.3 of the Federal Law "On Joint-Stock Companies," a related-party transactions is approved by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).

The resolution was passed.

On agenda item 4:

On determining the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress SPB LLC between RBC OJSC and RBK Online LLC.

Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes.
AGAINST: none.

ABSTAINED: Jurijs Adamovics - a total of 1 vote.

Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1.

Pursuant to Article 77.1 of the Federal Law "On Joint-Stock Companies," the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).

The resolution was passed.

On agenda item 5:

On approval of a related party transaction in respect of the sale of a participatory interest in the authorized capital of BusinessPress SPB LLC - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress SPB LLC between RBC OJSC and RBK Online LLC.

Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes.
AGAINST: none.

ABSTAINED: Jurijs Adamovics - a total of 1 vote.

Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1.

Pursuant to Article 83.3 of the Federal Law "On Joint-Stock Companies," a related-party transaction is approved by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).

The resolution was passed.

On agenda item 6:

On determining the price (monetary value) of the asset sold as part of a related party transaction - making an additional contribution to the authorized capital of RBK Online LLC.

Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes.
AGAINST: none.

ABSTAINED: Jurijs Adamovics - a total of 1 vote.

Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1.

Pursuant to Article 77.1 of the Federal Law "On Joint-Stock Companies," the price (monetary value) of property is determined by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).

The resolution was passed.

On agenda item 7:

On approval of a related party transaction in respect of the contribution to the authorized capital of RBK Online LLC.

Voted: FOR: Valery Senko, Ekaterina Salnikova, Sergey Podsypanin, Pavel Danilov, - a total of 4 votes.
AGAINST: none.

ABSTAINED: Jurijs Adamovics - a total of 1 vote.

Total: FOR - 4 votes, AGAINST - none, ABSTAINED – 1.

Pursuant to Article 83.3 of the Federal Law "On Joint-Stock Companies," a related-party transaction is approved by independent directors, who are not interested in the execution of the transaction (the votes of Board of Directors Members Nikolay Molibog, Derk Sauer, Elena Myasnikova, and Alexander Lyubimov were not taken into consideration).

The resolution was passed.

On agenda item 8:

On approving a resolution of the sole participant of RBK Online LLC, in the share capital of which the

Company owns 100%.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, - a total of 8 votes.

AGAINST: none.

ABSTAINED: Jurijs Adamovics - a total of 1 vote.

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 9:

On approving a resolution of the sole participant of AdLine LLC, in the share capital of which the Company owns 100%.

Voted: FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, - a total of 8 votes.

AGAINST: none.

ABSTAINED: none.

Total: FOR - 8 votes, AGAINST - none, ABSTAINED – none.

The resolution was passed.

2.3. Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

To adopt a resolution on the Company's participation in the following entities:

- 1) RBK Online Limited Liability Company by way of establishing the said entity in accordance with the following terms and conditions:
 - the nominal value of the Company's participatory interest in the authorized capital of RBK Online LLC: RUB 10,000;
 - the size of the Company's participatory interest in the authorized capital of RBK Online LLC: 100%.
- 2) RBK Broadcast Limited Liability Company by way of establishing the said entity in accordance with the following terms and conditions:
 - the nominal value of the Company's participatory interest in the authorized capital of RBK Broadcast LLC: RUB 10,000;
 - the size of the Company's participatory interest in the authorized capital of RBK Broadcast LLC: 100%.

On agenda item 2:

To set the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of 100% of shares in BusinessPress LLC between RBC OJSC and RBK Online LLC – at RUB 7,983,000 (seven million nine hundred eighty three thousand rubles).

On agenda item 3:

To approve a related party transaction in respect of the sale of a participatory interest in the authorized capital of BusinessPress LLC - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress LLC between RBC OJSC and RBK Online LLC worth less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to approve the transaction in accordance with the following terms:

- Vendor: RBC OJSC;
- Buyer: RBK Online LLC;
- Nominal value of the participatory interest subject to sale: RUB 50,000 (fifty thousand rubles), which is 100% of the authorized capital;
- Acquisition price (value of the transaction): RUB 7,983,000 (seven million nine hundred eighty three thousand rubles).

On agenda item 4:

To set the price (monetary value) of the asset sold as part of a related party transaction - conclusion of a sale and purchase agreement of 1% of shares in BusinessPress SPB LLC between RBC OJSC and RBK Online LLC – at RUB 874,000 (eight hundred seventy four thousand rubles).

On agenda item 5:

To approve a related party transaction in respect of the sale of a participatory interest in the authorized capital of BusinessPress SPB LLC - conclusion of a sale and purchase agreement of a participatory interest in BusinessPress SPB LLC between RBC OJSC and RBK Online LLC worth less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to

approve the transaction in accordance with the following terms:

- Vendor: RBC OJSC;
- Buyer: RBK Online LLC;
- Nominal value of the participatory interest subject to sale: RUB 100 (one hundred rubles), which is 1% of the authorized capital;
- Acquisition price (value of the transaction): RUB 874,000 (eight hundred seventy four thousand rubles).

On agenda item 6:

To set the price (monetary value) of the asset sold as part of a related party transaction - making an additional contribution to the authorized capital of RBK Online LLC - at RUB 206,743,000 (two hundred six million seven hundred forty three thousand rubles).

On agenda item 7:

To approve a related party transaction in respect of the contribution to the authorized capital of RBK Online LLC in the amount less than 2% of the Company's balance sheet assets as of the last reporting date prior to a resolution to approve the transaction in accordance with the following terms:

- **contribution amount (value of the transaction):** RUB 206,743,000 (two hundred six million seven hundred forty three thousand rubles);
- **an amount of the increase in the nominal value of the Company's participatory interest in the authorized capital of RBK Online LLC:** RUB 206,743,000 (two hundred six million seven hundred forty three thousand rubles);
- **the composition of the contribution:**

a) the following property:

– Shares of RBC TV Closed Joint-Stock Company (RBC TV CJSC) (OGRN 1027700202683) in the amount of 18,000 units with a par value of RUB 10 each; the total par value of contributed shares equals RUB 180,000 (one hundred eighty thousand rubles) or 100% of the authorized capital;

– Shares of RBC TV Novosibirsk Closed Joint-Stock Company (RBC TV Novosibirsk CJSC) (OGRN 1035402457155) in the amount of 3 units with a par value of RUB 84 each; the total nominal value of contributed shares equals RUB 252 (two hundred fifty two rubles) or 3% of the authorized capital;

The market value of the said property is determined in accordance with the report No. 150410 dated April 10, 2015 of an independent assessor ALTHAUS Consulting LLC and equals RUB 197,886,000 (one hundred ninety seven million eight hundred eighty six thousand rubles);

b) monetary funds in the amount of RUB 8,857,000 (eight million eight hundred fifty seven thousand rubles);

- **procedure and timeframe for making the contribution:** the contribution shall be made by wiring the monetary funds to RBK Online LLC's settlement account no later than six months from the passing of the resolution on the said contribution by RBK Online LLC's meeting of members in accordance with Article 19 Clause 2 of the Federal Law "On limited liability companies";
- **aggregate nominal value and size of the Company's participatory interest in the authorized capital of RBK Online LLC as a result of the additional contribution:** RUB 206,753,000 (two hundred six million seven hundred fifty three thousand rubles) or 19,537% of the authorized capital of RBK Online LLC.

On agenda item 8:

To adopt a resolution on the following item that falls within the scope of powers of the sole participant of RBK Online LLC, in the share capital of which the Company owns 100%, and instruct the Company's General Director to record the following resolution:

"1. To increase the Company's authorized capital to **RUB 1,058,253,000 (one billion fifty eight million two hundred fifty three thousand rubles)** on the basis of the requests of the following entities:

1.1. A request of the Company's participant - RBC OJSC - on its additional contribution to the Company's authorized capital in accordance with the following terms:

- **contribution amount:** RUB 206,743,000 (two hundred six million seven hundred forty three thousand rubles);
- **an amount of the increase in the nominal value of the member's participatory interest in the authorized capital of the Company:** RUB 206,743,000 (two hundred six million seven hundred forty three thousand rubles);

- **the composition of the contribution:**

a) the following property:

- Shares of RBC TV Closed Joint-Stock Company (RBC TV CJSC) (OGRN 1027700202683) in the amount of 18,000 units with a par value of RUB 10 each; the total par value of contributed shares equals RUB 180,000 (one hundred eighty thousand rubles) or 100% of the authorized capital;

- Shares of RBC TV Novosibirsk Closed Joint-Stock Company (RBC TV Novosibirsk CJSC) (OGRN 1035402457155) in the amount of 3 units with a par value of RUB 84 each; the total nominal value of contributed shares equals RUB 252 (two hundred fifty two rubles) or 3% of the authorized capital;

The market value of the said property is determined in accordance with the report No. 150410 dated April 10, 2015 of an independent assessor ALTHAUS Consulting LLC (hereinafter, the "Report");

b) monetary funds in the amount of RUB 8,857,000 (eight million eight hundred fifty seven thousand rubles);

- **procedure and time frame for making the contribution:** the contribution shall be made by wiring the monetary funds to the Company's settlement account and assigning the rights to the assets to the Company no later than six months from the passing of the resolution on the said contribution by the Company's general meeting of shareholders in accordance with Article 19 Clause 2 of the Federal Law "On limited liability companies";

- **aggregate nominal value and size of the Company's member's participatory interest in the authorized capital of the Company as a result of the additional contribution:** RUB 206,753,000 (two hundred six million seven hundred fifty three thousand rubles) or 19.537% of the authorized capital of the Company.

1.2. A request on the accession to the Company and a contribution to the authorized capital of a third party - BUSINESSINFORM Limited Liability Company (OGRN 1137746497404) (hereinafter also the "Applicant" or "BUSINESSINFORM LLC") in accordance with the following terms:

- **contribution amount:** RUB 851,500,000 (eight hundred fifty one million five hundred thousand rubles);

- **nominal value and the size of participatory interest that the Applicant would like to have in the Company's authorized capital:** RUB 851,500,000 (eight hundred fifty one million five hundred thousand rubles) or 80.436% of the Company's authorized capital;

- **the composition of the contribution:** monetary funds;

- **procedure and time frame for making the contribution:** the contribution shall be made by wiring the monetary funds to the Company's settlement account no later than six months from the passing of the resolution on the said contribution by the Company's general meeting of shareholder in accordance with Article 19 Clause 2 of the Federal Law "On limited liability companies";

2. On the basis of the Report, to approve the monetary value of property subject to contribution by the Company's member - RBC OJSC - as payment for its participatory interest in the Company's authorized capital in the amount of: RUB 197,886,000 (one hundred ninety seven million eight hundred eighty six thousand rubles).

3. On the basis of the submitted request, to accept a third party to the Company - BUSINESSINFORM LLC - in accordance with the above-mentioned terms and conditions.

4. Due to the acceptance of a third party (BUSINESSINFORM LLC) to the Company and an additional contribution by the Company's member (RBC OJSC), to approve the following:

- to determine the nominal value of the participatory interest in the Company of the third party being accepted to the Company - BUSINESSINFORM LLC - in the amount of RUB 851,500,000 (eight hundred fifty one million five hundred thousand rubles) or 80.463% of the Company's authorized capital;

- to increase the nominal value of the participatory interest in the Company's authorized capital of the Company's member - RBC OJSC - to RUB 206,753,000 (two hundred six million seven hundred fifty three thousand rubles) or 19.537% of the Company's authorized capital.

5. Due to the increase in the Company's authorized capital, to approve a new version of the Company's Articles of Association (version No. 2). To register the new version of the Articles of Association in accordance with the procedure set forth by law."

On agenda item 9:

To adopt a resolution on the following item that falls within the scope of powers of the sole participant of AdLine LLC, in the share capital of which the Company owns 100%, and instruct the Company's General Director to record the following resolution:

"To liquidate the Company's affiliate located at: 5A Detskaya St., St. Petersburg, 199026, Russia
Детская, д. 5, лит. А

2. Due to the liquidation of the Company's affiliate, to approve a new version of AdLine LLC's Articles of Association (version No. 8).
3. To instruct the General Director of AdLine LLC to ensure that the necessary actions are taken to register the new edition of AdLine LLC's Articles of Association in accordance with the procedure set forth by law."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **April 24, 2015**

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 No. 81 dated April 24, 2015.**

3. Signature

3.1. RBC OJSC General Director Nikolay Molibog
RBC OJSC (signature)

3.2. Date: April 24, 2015 Seal.