

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
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 was eligible to adopt resolutions on all items of the agenda. 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 determining the Company's position on the following item that falls within the scope of powers of the sole participant of Marka No. 1 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, Jurijs Adamovics – a total of 9 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 2: On determining the price (monetary value) of the asset acquired as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of Global Media Solutions LLC between Marka No. 1 LLC and RBC OJSC. Voted FOR: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.</p> <p>On agenda item 3: On approval of a related party transaction in respect of the acquisition of a participatory interest</p>	

in the authorized capital of Global Media Solutions LLC - conclusion of a sale and purchase agreement of a participatory interest in Global Media Solutions LLC between Marka No. 1 LLC and RBC OJSC.

Voted **FOR**: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

On agenda item 4:

On determining the price (monetary value) of the asset acquired as part of a related party transaction - conclusion of a sale and purchase agreement of a participatory interest in the authorized capital of AdLine LLC between Marka No. 1 LLC and RBC OJSC.

Voted **FOR**: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

On agenda item 5:

On approval of a related party transaction in respect of the acquisition of a participatory interest in the authorized capital of AdLine LLC - conclusion of a sale and purchase agreement of a participatory interest in AdLine LLC between Marka No. 1 LLC and RBC OJSC.

Voted **FOR**: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

On agenda item 6:

On approving a deal related to the termination of the Company's participation in Marka No. 1 LLC.

Voted **FOR**: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

On agenda item 7:

On the Company's granting a franchise.

Voted **FOR**: Derk Sauer, Nikolay Molibog, Alexander Lyubimov, Valery Senko, Ekaterina Salnikova, Elena Myasnikova, Sergey Podsypanin, Pavel Danilov, Jurijs Adamovics – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

2.3. Contents of the resolutions passed by the Issuer's Board of Directors:

On agenda item 1:

To adopt a resolution on the following item that falls within the scope of powers of the sole participant of Marka No. 1 LLC, in the share capital of which the Company owns 100%, and instruct the Company's General Director to record the following resolution:

“To approve entering into the following transaction in respect of the termination of Marka No. 1 LLC's participation in Global Media Solutions LLC” as detailed below:

The sale and purchase agreement between Marka No. 1 LLC as the Vendor and RBC OJSC as the Buyer in accordance with the following terms:

- Nominal value of the participatory interest subject to sale: RUB 99,000 (ninety nine thousand rubles);
- size of participatory interest subject to sale (percentage of the share capital): 99%;
- Price of participatory interest (deal amount): RUB 99,000 (ninety nine thousand rubles).

“To approve entering into the following transaction in respect of the termination of Marka No. 1 LLC's participation in AdLine LLC” as detailed below:

The sale and purchase agreement between Marka No. 1 LLC as the Vendor and RBC OJSC as the Buyer in accordance with the following terms:

- nominal value of the participatory interest subject to sale: RUB 99,000 (ninety nine thousand rubles);
- size of participatory interest subject to sale (percentage of the share capital): 99%;
- price of participatory interest (deal amount): RUB 99,000 (ninety nine thousand rubles).

On agenda item 2:

To set the price (monetary value) of the asset acquired as part of a related party transaction - conclusion of a sale and purchase agreement of a 99% participatory interest in the authorized capital of Global Media Solutions LLC between Marka No. 1 LLC and RBC OJSC – at RUB 99,000 (ninety nine thousand rubles).

On agenda item 3:

To approve a related party transaction in respect of the acquisition of a participatory interest in the authorized capital of Global Media Solutions LLC - conclusion of a sale and purchase agreement of a participatory interest in Global Media Solutions LLC between Marka No. 1 LLC and RBC OJSC 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: Marka No. 1 LLC;
- Buyer: RBC OJSC;
- Par value: RUB 99,000 (ninety nine thousand rubles), which is 99% of the authorized capital;
- Acquisition price (value of the transaction): RUB 99,000 (ninety nine thousand rubles).

On agenda item 4:

To set the price (monetary value) of the asset acquired as part of a related party transaction - conclusion of a sale and purchase agreement of a 99% participatory interest in the authorized capital of AdLine LLC between Marka No. 1 LLC and RBC OJSC – at RUB 99,000 (ninety nine thousand rubles).

On agenda item 5:

To approve a related party transaction in respect of the acquisition of a participatory interest in the authorized capital of AdLine LLC - conclusion of a sale and purchase agreement of a participatory interest in AdLine LLC between Marka No. 1 LLC and RBC OJSC 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: Marka No. 1 LLC;
- Buyer: RBC OJSC;
- Par value: RUB 99,000 (ninety nine thousand rubles), which is 99% of the authorized capital;
- Acquisition price (value of the transaction): RUB 99,000 (ninety nine thousand rubles).

On agenda item 6:

To approve entering into the following transaction in respect of the termination of the Company's participation in Marka No. 1 LLC in accordance with the following terms:

- The Vendor: the Company;
- The Purchaser: 101 STARTUP LIMITED;
- Nominal value of the participatory interest subject to sale: RUB 20,000 (twenty thousand rubles);
- Size of participatory interest subject to sale (percentage of the share capital): 100%;
- Acquisition price (value of the transaction): RUB 40,055,000 (forty million fifty five thousand rubles).

On agenda item 7:

To take under advisement the report of the Company's General Director on a potential transaction to grant a franchise within the framework of the project Media Franchising in the Regions in accordance with the terms of Schedule 1 to the Minutes of the Board of Directors meeting to the Company's partner in the city of Tyumen – Internet Tekhnologii Tyumen LLC.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **September 8, 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 No. 76 dated September 8, 2014.**

3. Signature		
3.1. RBC OJCS General Director	_____	Nikolay Molibog
	(signature)	
3.2. Date: September 8, 2014	Seal	