

**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	<b>Public Joint Stock Company "RBC"</b>
1.2. Issuer's short corporate name	<b>PJSC "RBC"</b>
1.3. Issuer's address	<b>Moscow</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>
1.8. Date of the event (material fact) about which the notice was drawn up (if applicable)	<b>May 22, 2020</b>
2. Contents of the notice	
<p>2.1. Quorum of the Issuer's Board of Directors (Supervisory Council) meeting: <b><i>Pursuant to Article 68 of the Federal Law No. 208-FZ "On Joint-Stock Companies," a quorum was reached, and the Company's Board of Directors is authorized to pass resolutions on all agenda items of the meeting. 7 out of 7 members of the Board of Directors participated in the Board of Directors' meeting.</i></b></p> <p>2.2. Results of voting on agenda items: <b><i>On all agenda items:</i></b> Voted FOR: Anna Tyushkevich, Dmitry Strashnov, Fulvio Conti, Nikolay Molibog, Boris Krasnovsky, Vadim Medvedev, Yuri Shumilov, a total of 7 votes. AGAINST: none. ABSTAINED: none. Total: FOR - 7 votes, AGAINST - none, ABSTAINED – none.</p> <p>2.3. Contents of the resolutions passed by the Issuer's Board of Directors: <b><i>On agenda item 1:</i></b> To approve PJSC "RBC's" vote "FOR" at the extraordinary General Meeting of RU-CENTER Group LLC's members – "On election of RU-CENTER Group LLC's General Director" with the following wording of the resolution: "Effective from May 23, 2020, to elect Ekaterina Kruglova General Director of RU-CENTER Group LLC for a three-year term."  On the agenda item of the Extraordinary General Meeting of RU-CENTER Group LLC's members – "On approval of the terms of the employment agreement with the General Director of RU-CENTER Group LLC and determining the amount of remuneration, bonuses, and compensations payable to the General Director of RU-CENTER Group LLC" with the following wording of the resolution: "To approve the terms of the Employment Agreement with the General Director of RU-CENTER Group LLC Ekaterina Kruglova as per the presented draft and to determine the amount of remuneration, bonuses, and compensations payable to the General Director of RU-CENTER Group LLC Ekaterina Kruglova as per the terms of her Employment Agreement." <b><i>On agenda item 2:</i></b> To approve a transaction between PJSC "RBC," Softspot Holdings Limited, and Pintoleza Holdings Limited – Agreement on the Assignment of Debt (hereinafter, the "Agreement") on the following material terms: <u>Transaction parties:</u> PJSC "RBC" (the Obligor), Softspot Holdings Limited (the Lender), and Pintoleza Holdings Limited (the New Obligor). <u>Subject of the transaction:</u> The Obligor shall assign, subject to the Lender's approval, and the New Obligor shall assume the obligations on the repayment of debt as of April 28, 2020 under the following contracts (hereinafter, the "Contracts"): 1) the agreement on the assignment of receivables No. unnumbered dated 16.06.2017 between the Lender and Trillogy Incorporated to the loan agreement No. unnumbered dated 21.07.2015; 2) loan agreement No. 69-1810/1 dated 22.10.2018 3) loan agreement No. 69-1904/1 dated 24.04.2019 The Obligor's existing obligations to the Lender to repay the aforementioned debt under the Contracts shall terminate (shall be deemed assigned to the New Obligor) effective from April 28, 2020. The acceptance by the New Obligor of the Obligor's obligation to repay the debt to the Lender under the Contracts in the amount specified in the recitals to the Agreement imposes an obligation on the Obligor to pay the New</p>	

Obligor the full amount of the assigned debt totaling USD 5,392,964.18 (five million three hundred ninety two thousand nine hundred sixty four and 18/100 U.S. dollars) by December 31, 2022. The said debt (or part thereof) can be repaid in U.S. dollars or Russian rubles at the exchange rate set by the Central Bank of Russia as of the repayment date.

Value of the transaction:

The transaction price shall be calculated as the sum of debts that are assigned by the Obligor to the New Obligor and calculated as of April 28, 2020 taking into account accrued interest arising out of the following Contracts:

1) the agreement on the assignment of receivables No. unnumbered dated 16.06.2017 between the Lender and Trillogy Incorporated to the loan agreement No. unnumbered dated 21.07.2015 in the amount of:

- USD 7,065.01 (seven thousand sixty five and 01/100 U.S. dollars) - principal;  
- USD 1,051,007.12 (one million fifty one thousand seven and 12/100 U.S. dollars) - 8% interest per annum for using monetary funds;

2) loan agreement No. 69-1810/1 dated 22.10.2018 in the amount of:

- USD 530,399.93 (five hundred thirty thousand three hundred ninety nine and 93/100 U.S. dollars) - principal;  
- USD 292,118.70 (two hundred ninety two thousand one hundred eighteen and 70/100 U.S. dollars) - 8% interest per annum for using monetary funds;

3) loan agreement No. 69-1904/1 dated 24.04.2019 in the amount of:

- USD 3,500,000.00 (three million five hundred thousand and 00/100 U.S. dollars) - principal;  
- USD 12,373.42 (twelve thousand three hundred seventy three and 42/100 U.S. dollars) - 0.35% interest per annum for using monetary funds;

The Agreement shall take effect immediately upon its signing and remain in effect until the Parties have discharged their obligations thereunder in full, whereby the Parties agree to apply the Agreement to their relations that commenced on April 28, 2020.

**On agenda item 3:**

To approve the wording of a resolution passed by PJSC "RBC," the sole member of GMS LLC:

"To approve a transaction between GMS LLC (the Borrower) and "Sotol Project" JSC (the Lender) - Supplementary Agreement No. 2 to Loan Agreement No. 71-1812/72 dated 28.12.2018 (hereinafter, the "Agreement"). Whereas Softspot Holdings Limited was the original creditor (Lender) under the Agreement and "Sotol Project" JSC became the new creditor of the Borrower pursuant to Assignment (Cession) of Claim Agreement No. 2/31122018 dated 31.12.2018 between Softspot Holdings Limited and "Sotol Project" JSC, the Parties have compiled the Supplementary Agreement to Agreement as detailed below:

1. Effective from April 1, 2020, to amend the terms for the repayment of the loan and interest for using the loan as well as the rate of interest accrued on the loan amount by restating Clause 1.2.4. (Interest for Using the Loan) as follows:

"Clause 1.2.4. The interest rate for using the loan shall be determined based on the key rate of the Central Bank of the Russian Federation + 1.51% (one and fifty one one-hundredth percent) per annum. For the purpose of calculating the interest, the day of loan provision shall be included in the calculation, and the day of loan (respective part thereof) repayment shall be excluded. The Borrower shall be entitled to repay the loan early and in installments. Interest shall be payable concurrently with the repayment of the principal (respective part thereof)."

2. The Parties hereby agree that the Borrower shall, within 60 (sixty) calendar days from the date of signing of this Supplementary Agreement, repay the debt on interest accrued on the loan amount as of 31.03.2020.

The Supplementary Agreement shall take effect immediately upon its signing by the Parties, apply to their relations that commenced on April 1, 2020, and remain in effect until the Parties fully discharge their obligations under the Loan Agreement."

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Council) at which the respective resolutions were passed: **May 20, 2020**

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. 149 dated May 22, 2020**

3. Signature

3.1. General Director

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(signature)

Nikolay Molibog

3.2. Date

May 22, 20 20

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