

DRAFT RESOLUTIONS TO BE PASSED BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF RBC OJSC

Agenda item 1. Approval of a new version of the Company's Articles of Association (version No. 7).

Draft resolution: To approve a new version of the Company's Articles of Association (version No. 7).

Agenda item 2. Approval of a new version of the Regulations on the Company's General Meeting of Shareholders.

Draft resolution: To approve a new version of the Regulations on the Company's General Meeting of Shareholders.

Agenda item 3. Approval of a new version of the Regulations on the Company's Board of Directors.

Draft resolution: To approve a new version of the Regulations on the Company's Board of Directors.

Agenda item 4. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.

Draft resolution: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2013 results.

Agenda item 5. Distribution of the Company's profit and losses based on 2013 results, including the payout of dividends on the Company's shares for 2013.

Draft resolution: Not to distribute the Company's profit and losses based on 2013 results, due to losses in the amount of 407,396 thousand rubles, including not to pay out dividends on the Company's shares for 2013.

Agenda item 6. Approval of the Company's auditor.

Draft resolution: To approve Grant Thornton CJSC as RBC OJSC's auditor for 2014.

Agenda item 7. Election of members of the Audit and Compliance Committee of the Company.

Draft resolution: To determine that the Company's Audit and Compliance Committee shall consist of three members. To elect the following members to the Company's Audit and Compliance Committee

- 1.
- 2.
- 3.

Candidates for the election to the Audit and Compliance Committee:

1. Marina Risukhina
2. Alexandra Filippenko
3. Olga Chernova

Agenda item 8. Election of members of the Board of Directors of the Company.

Draft resolution: To elect the following members to the Company's Board of Directors:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.

Candidates for the election to the Company's Board of Directors:

1. Derk Erik Sauer
2. Neil Osborn
3. Elena Myasnikova
4. Ekaterina Salnikova
5. Valery Senko
6. Christophe Charlier
7. Nikolay Molibog
8. Jurijs Adamovics
9. Alexander Lyubimov
10. Pavel Danilov
11. Sergey Lavrukhin
12. Sergey Podsypanin
13. Sergey Ivashkovsky

Agenda item 9. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

Draft resolution: To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company's Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company, for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;
2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for

their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.