

# RBC

## OPEN JOINT-STOCK COMPANY

78 Profsoyuznaya St., Moscow 117393; Tel. (495) 363-11-11; Fax (495) 363-11-46

TIN 7728547955/KPP 772801001, OGRN 1057746899572

### Ballot sheet No. 1

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow

Beginning of registration for AGM participants: 10 a.m. on June 28, 2012

AGM form: joint presence of shareholders with ballot sheets distributed in advance

Postal addresses to which completed ballot sheets can be sent:

- Computershare Registrar, 8 Ivana Franko St., Moscow 121108;
- RBC OJSC, 78 Profsoyuznaya Street, Moscow 117393.

Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 1** Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.

**Motion put to vote:** To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

Each voter can choose only one voting option, unless voting with shares acquired (transferred) after the record date on which the list of persons eligible to take part in the AGM was made.

\* - *To be completed only if voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the AGM was made. If more than one voting preference is not crossed out in the ballot sheet, please specify the number of votes for each option and make a respective note.*

- voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made, and (or) in accordance with the instructions of holders of depositary receipts
- voting under a power of attorney issued with regard to shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made
- voting with part of shares due to the sale of part of shares after the record date

Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

- individual shareholders – full name;
- corporate shareholders – full corporate name, position, full name of the signatory;
- proxies – full name (full corporate name) and details of the document under which the proxy is acting.

**Attention! Unsigned ballot sheets will be deemed invalid!**

# RBC

## OPEN JOINT-STOCK COMPANY

**Ballot sheet No. 2**  
for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow  
Beginning of registration for AGM participants: 10 a.m. on June 28, 2012  
AGM form: joint presence of shareholders with ballot sheets distributed in advance  
Postal addresses to which completed ballot sheets can be sent:  
• Computershare Registrar, 8 Ivana Franko St., Moscow 121108;  
• RBC OJSC, 78 Profsoyuznaya Street, Moscow 117393.  
Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

- 1 **Item No. 2** Distribution of the Company's profit and losses based on 2011 results, including the payout of dividends on the Company's shares for 2011.

**Motion put to vote:** Not to distribute profit and losses of the Company based on 2011 results, including not to pay out dividends on the Company's shares for 2011.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

*Each voter can choose only one voting option, unless voting with shares acquired (transferred) after the record date on which the list of persons eligible to take part in the AGM was made.*

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- voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made, and (or) in accordance with the instructions of holders of depositary receipts
- voting under a power of attorney issued with regard to shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made
- voting with part of shares due to the sale of part of shares after the record date

Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

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- proxies – full name (full corporate name) and details of the document under which the proxy is acting.

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**RBC**  
OPEN JOINT-STOCK COMPANY

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow  
Beginning of registration for AGM participants: 10 a.m. on June 28, 2012  
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Postal addresses to which completed ballot sheets can be sent:  
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Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 3** Approval of the Company's auditor.

**Motion put to vote:** To approve Grant Thornton as RBC OJSC's 2012 auditor.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

Each voter can choose only one voting option, unless voting with shares acquired (transferred) after the record date on which the list of persons eligible to take part in the AGM was made.

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- voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made, and (or) in accordance with the instructions of holders of depositary receipts
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- voting with part of shares due to the sale of part of shares after the record date

Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

- individual shareholders – full name;
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TIN 7728547955/KPP 772801001, OGRN 1057746899572

### Ballot sheet No. 4

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow  
Beginning of registration for AGM participants: 10 a.m. on June 28, 2012  
AGM form: joint presence of shareholders with ballot sheets distributed in advance  
Postal addresses to which completed ballot sheets can be sent:

• Computershare Registrar, 8 Ivana Franko St., Moscow 121108;  
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 Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 4** Election of members of the Audit and Compliance Committee of the Company.

**Motion put to vote:** 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:

N o.	Candidate's full name				
		Voting options	FOR	AGAINST	ABSTAINED
1	Marina Risukhina				
		Number of votes*			
2	Andrey Kononov				
		Number of votes*			
3	Olga Chernova				
		Number of votes*			

*The Audit and Compliance Committee consists of **three** members.  
 Please choose **only one option** (do not cross out the voting preference).*

Notice:

*For each of the candidates, cross out the unwanted options: FOR, AGAINST, ABSTAINED.*

*Each voter can choose only one voting option, unless voting with shares acquired (transferred) after the record date on which the list of persons eligible to take part in the AGM was made.*

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- voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made, and (or) in accordance with the instructions of holders of depositary receipts
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Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

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### Ballot sheet No. 5

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow

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Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

Number of voting shares:

### **Item No. 5** Election of members of the Board of Directors of the Company.

**Motion put to vote:** To elect the following people as members of the Board of Directors of the Company.

	Full name	FOR	Against all candidates	Abstained from voting for any of the candidates
1	Valery Senko			
2	Sergey Lavrukhin			
3	Mikhail Sosnovsky			
4	Yekaterina Salnikova			
5	Christophe Charlier			
6	Konstantin Babunov			
7	Neil Osborn			
8	Michael Hammond			
9	Alexander Morgulchik			

*The Board of Directors consists of **nine members**.*

Members of the Board of Directors are elected by cumulative voting.

In accordance with cumulative voting, the number of votes assigned to each shareholder shall be multiplied by the number of persons to be elected to the Company's Board of Directors, and shareholders may cast their votes received in this way in favor of one candidate, or distribute them among two or more candidates. The fractional part of a vote which results from multiplying the number of votes held by the owner of a fractional share by the number of persons that are to join the Board of Directors, shall be given to one sole candidate.

*Please choose only one option (do not cross out the voting preference).*

Candidates receiving the majority of votes are considered elected to the Company's Board of Directors.

*Each voter can choose only one voting option, unless voting with shares acquired (transferred) after the record date on which the list of persons eligible to take part in the AGM was made.*

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- voting in accordance with the instructions of purchasers of shares transferred after the record date on which the list of persons eligible to take part in the general meeting was made, and (or) in accordance with the instructions of holders of depositary receipts
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Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

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### Ballot sheet No. 6

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow

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Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 6** 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.

#### **Motion put to vote:**

To set the following size of remuneration and reimbursements for documented expenses to 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 Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:

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;

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.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

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Signature of the Shareholder (Proxy) \_\_\_\_\_

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### Ballot sheet No. 7

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow

Beginning of registration for AGM participants: 10 a.m. on June 28, 2012

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Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 7** Approval of a new version of the Company's Articles of Association.

**Motion put to vote:** To approve a new version of the Company's Articles of Association (version No. 6).

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

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Signature of the Shareholder (Proxy) \_\_\_\_\_

Please, specify:

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### Ballot sheet No. 8

for voting at the Annual General Meeting of Shareholders (AGM) of RBC OJSC  
on June 28, 2012 at 11 a.m.

Venue for AGM: RBC offices at 78 Profsoyuznaya Street, Moscow

Beginning of registration for AGM participants: 10 a.m. on June 28, 2012

AGM form: joint presence of shareholders with ballot sheets distributed in advance

Postal addresses to which completed ballot sheets can be sent:

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- RBC OJSC, 78 Profsoyuznaya Street, Moscow 117393.

Deadline for submitting ballot sheets: June 25, 2012.

(Registration No.)

(full name/ corporate name of the shareholder)

(Number of votes)

**Item No. 8** Approval of a new version of the Regulations on the Company's Board of Directors.

**Motion put to vote:** To approve a new version of the Regulations on the Company's Board of Directors.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes *			

*Please choose only one option (do not cross out the voting preference).*

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Signature of the Shareholder (Proxy) \_\_\_\_\_

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