

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 tax payer identification number (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 (in Russian) www.rbcholding.ru (in Russian) www.rbcholding.com (in English)

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 inclusion in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Board of Directors at the annual general meeting of shareholders.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Alexander Morgulchik, Neil Osborn, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 9 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 2: On inclusion in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Audit and Compliance Committee at the annual general meeting of shareholders.</p> <p>Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Neil Osborn, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1.</p>

The resolution was passed.

On agenda item 3:

To determine the Company's position on an item that falls within the scope of powers of the highest management body of ROSBUSINESSCONSULTING CJSC, in whose share capital the Company owns 100%.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Neil Osborn, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

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

The resolution was passed.

On agenda item 4:

On the planned acquisition of a participatory interest in the share capital of Nik-Media LLC.

Voted FOR: Derk Sauer, Elena Myasnikova, Sergey Lavrukhin, Neil Osborn, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Marat Cherkasov – a total of 8 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

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

The resolution was passed.

2.3. Contents of the resolution passed by the Issuer's board of directors (supervisory board)

On agenda item 1:

To include the following persons in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Board of Directors at the annual general meeting of shareholders:

- Marat Cherkasov;
- Derk Erik Sauer;
- Neil Osborn;
- Elena Myasnikova;
- Sergey Lavrukhin;
- Ekaterina Salnikova;
- Valery Senko;
- Christophe François Charlier;
- Pavel Danilov;
- Alexander Morgulchik;
- Sergey Podsypanin;
- Andrey Kononov;
- Sergey Ivashkovsky.

On agenda item 2:

To include the following persons in the list of candidates put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Audit and Compliance Committee at the annual general meeting of shareholders:

- Marina Risukhina;
- Alexandra Filippenko;
- Olga Chernova.

On agenda item 3:

To adopt a resolution on an item that falls within the scope of powers of a single participant of ROSBUSINESSCONSULTING CJSC and instruct the General Director to record the following decision:

To adopt a resolution on changes in ROSBUSINESSCONSULTING CJSC's participatory interest in Zayavka.ru LLC through the acquisition of a participatory interest in the authorized capital of Zayavka.ru LLC in accordance with the following terms and conditions:

- The Vendor: Alexey Dubrovsky;
- The Purchaser: ROSBUSINESSCONSULTING CJSC;
- Nominal value of the participatory interest subject to sale: 6,273,000 (six million two hundred seventy three thousand and 00/100) rubles;
- Size of participatory interest subject to sale (percentage of the share capital): 41%;
- Deal amount: 300,000 (three hundred thousand and 00/100) rubles.

On agenda item 4:

To consider information on the planned acquisition of a participatory interest in the share capital of Nik-Media LLC in accordance with the following terms and conditions:

- The Vendor: Alexander Panov;
- The Purchaser: Hosting-Center LLC;
- Nominal value of the participatory interest subject to sale: 100 (one hundred and 00/100) rubles;
- Size of participatory interest subject to sale (percentage of the share capital): 1%;
- Deal amount: 100 (one hundred and 00/100) rubles.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **February 4, 2013.**

2.5. Date and number of the minutes of the Issuer's board of directors (supervisory board) meeting at which the above-mentioned resolution was passed: **February 5, 2013, Minutes No. 53.**

3. Signature

3.1. General Director _____ Sergey Lavrukhin
RBC OJSC (signature)

3.2. Date: **February 5, 2013** Seal