

## 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)	<b>RBC Open Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC OJSC</b>
1.3. Issuer's address	<b>78 Profsoyuznaya St. Moscow 117393</b>
1.4. Issuer's primary state registration number (OGRN)	<b>1057746899572</b>
1.5. Issuer's tax payer identification number (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> (in Russian) <a href="http://www.rbcholding.ru">www.rbcholding.ru</a> (in Russian) <a href="http://www.rbcholding.com">www.rbcholding.com</a> (in English)

2. Contents of the Notice
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting <b>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 6 out of 9 members of the Board of Directors within the established deadline.</b></p>
<p>2.2. Results of voting on agenda items:</p> <p><b>On agenda item 1:</b> On determining the price (monetary value) of property to be purchased in accordance with a related-party transaction – entering into a purchase and sale agreement in respect of a participatory interest in the authorized capital of Nashi Dengi Publishing House LLC between RBC OJSC and RBC Media LLC.</p> <p>Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Christophe Francois Charlier, Valery Senko, Sergey Podsypanin, Elena Myasnikova – a total of 6 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE. The resolution was passed.</p> <p><b>On agenda item 2:</b> On approval of a related-party transaction in connection with an increase in the Company's participatory share in the authorized capital of Nashi Dengi Publishing House LLC - entering into a purchase and sale agreement in respect of a participatory interest in the authorized capital of Nashi Dengi Publishing House LLC between RBC OJSC and RBC Media LLC.</p> <p>Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Christophe Francois Charlier, Valery Senko, Sergey Podsypanin, Elena Myasnikova – a total of 6 votes. AGAINST: NONE. ABSTAINED: NONE. TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE. The resolution was passed.</p> <p><b>On agenda item 3:</b></p>

On determining the Company's priority areas of business.

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Christophe Francois Charlier, Valery Senko, Sergey Podsypanin, Elena Myasnikova – a total of 6 votes.

AGAINST: NONE.

ABSTAINED: NONE.

TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.

The resolution was passed.

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

**On agenda item 1:**

To determine the price (monetary value) of property to be purchased in accordance with a related-party transaction – entering into a purchase and sale agreement in respect of a participatory interest in the authorized capital of Nashi Dengi Publishing House LLC between RBC OJSC and RBC Media LLC in the amount of 45,000 (forty five thousand) rubles.

**On agenda item 2:**

To approve a related-party transaction in connection with an increase in the Company's participatory share in the authorized capital of Nashi Dengi Publishing House LLC in accordance with the following terms:

- Vendor: RBC Media;
- Buyer: the Company;
- Number of acquired shares, percentage of authorized capital: 90%;
- Par value of acquired participatory interest: 45,000 (forty five thousand) rubles;
- Deal amount: 45,000 (forty five thousand) rubles.

**On agenda item 3:**

To approve the expansion of the Company's priority areas of business through the acquisition of Reggi Business LLC – a company that provides domain name registration services – by entering into the following deals:

- 1) The purchase and sale of a participatory share in the authorized capital of Reggi Business LLC in accordance with the following terms:
  - Vendor: Dmitry Deniskin;
  - Buyer: Hosting-Center LLC (the Company indirectly owns 100% in Hosting-Center LLC's authorized capital);
  - Number of acquired shares, percentage of authorized capital: 25%;
  - Par value of acquired participatory interest: 110,000 (one hundred ten thousand) rubles;
  - Deal amount: 8,750,000 (eight million seven hundred fifty thousand) rubles;
- 2) The purchase and sale of a participatory share in the authorized capital of Reggi Business LLC in accordance with the following terms:
  - Vendor: Sergey Prokudin;
  - Buyer: Hosting-Center LLC (the Company indirectly owns 100% in Hosting-Center LLC's authorized capital);
  - Number of acquired shares, percentage of authorized capital: 75%;
  - Par value of acquired participatory interest: 330,000 (three hundred thirty thousand) rubles;
  - Deal amount: 26,250,000 (twenty six million two hundred fifty thousand) rubles;

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **July 26, 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: **July 29, 2013, Minutes No. 62.**

3. Signature

3.1. General Director  
Of RBC OJSC

\_\_\_\_\_  
(signature)

Sergey Lavrukhin

3.2. Date: July 29, 2013

Seal