

## 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 5 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> <b>Election of the Chairman of the Company's Board of Directors.</b> Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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> <b>Election of Deputy Chairman of the Company's Board of Directors.</b> Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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> <b>Election of the Secretary of the Company's Board of Directors.</b> Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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 4:</b> <b>On independent members of the Company's Board of Directors.</b> Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, Valery Senko, Sergey Podsypanin, Elena Myasnikova – a total of 6 votes.</p>

AGAINST: NONE.  
ABSTAINED: NONE.  
TOTAL: FOR - 6 votes, AGAINST – NONE, ABSTAINED – NONE.  
The resolution was passed.

**On agenda item 5:**

**Election of members of the Human Resources and Remuneration Committee of the Company's Board of Directors.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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.

**On agenda item 6:**

**Election of the members of the Audit and Compliance Committee of the Company's Board of Directors.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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.

**On agenda item 7:**

**On the premature termination of powers of a member of the Executive Board.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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.

**On agenda item 8:**

**On election of a member of the Company's Executive Board.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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.

**On agenda item 9:**

**On determining the Company's priority areas of business.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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.

**On agenda item 10:**

**On planned amendments to the Articles of Association of Hosting-Center LLC.**

Voted FOR: Sergey Lavrukhin, Ekaterina Salnikova, Neil Osborn, 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 elect Derk Erik Sauer as the Chairman of the Company's Board of Directors.

**On agenda item 2:**

To elect Valery Senko as the Deputy Chairman of the Board of Directors.

**On agenda item 3:**

To elect Marina Stafeeva as the Secretary of the Company's Board of Directors.

**On agenda item 4:**

Pursuant to resolution adopted by the Annual General Meeting of RBC OJSC's shareholders (Minutes No. 13 dated as of June 28, 2013) on remunerations and compensations of expenses to members of the Company's Board of Directors related with the performance of their duties as members of the Company's Board of Directors and in accordance with the requirements set forth in Clause 2.6 of the Regulations of the Company's Board of Directors and the international corporate management standards for the purpose of paying remunerations and compensations of expenses Board of Directors member Neil Osborn shall be recognized as an independent director of RBC OJSC's Board of Directors.

**On agenda item 5:**

To elect to the Human Resources and Remuneration Committee of the Company's Board of Directors the following persons:

Chairman of the Committee:

Valery Senko;

Members of the Committee:

1. Derk Erik Sauer;
2. Neil Osborn.

**On agenda item 6:**

To elect to the Audit and Compliance Committee of the Company's Board of Directors the following persons:

Chairman of the Committee:

Christophe Francois Charlier;

Members of the Committee:

1. Marat Cherkasov;
2. Elena Myasnikova.

**On agenda item 7:**

To prematurely terminate the powers of a member of the executive Board Sergey Lukin.

**On agenda item 8:**

To elect Alexander Lyubimov member of the Executive Board.

**On agenda item 9:**

To approve the expansion of the Company's priority areas of business by granting franchise to the following entities in accordance with the terms stipulated in Schedule 1 to the Minutes of the meeting of the Board of Directors:

- Sibirsky Publishing House LLC;

- InternetMediaSet LLC;
- A group of private investors: Azamat Kirzhinov, Dmitry Sharov.

**On agenda item 10:**

To consider information on the planned amendments to the Articles of Association of Hosting-Center LLC due to the closure of a subsidiary in the city of Ulyanovsk and the expansion of powers of the company's general meeting of shareholders.

2.4. Date of the Board of Directors (Supervisory Board) meeting which passed the above-mentioned resolution: **July 5, 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 8, 2013, Minutes No. 61.**

**3. Signature**

3.1. General Director  
Of RBC OJSC

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(signature)

Sergey Lavrukhin

3.2. Date: July 8, 2013

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