

**Material Fact Notice on
Information on resolutions adopted by the issuer's board of directors**

| 1. General Information | |
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| 1.1. Issuer's full corporate name | <i>RBC Open Joint-Stock Company</i> |
| 1.2. Issuer's short corporate name | <i>RBC OJSC</i> |
| 1.3. Issuer's address | <i>78 Profsoyuznaya St., Moscow 117393</i> |
| 1.4. Issuer's primary state registration number (OGRN) | <i>1057746899572</i> |
| 1.5. Issuer's TIN | <i>7728547955</i> |
| 1.6. Issuer's unique code assigned by the registration authority | <i>56413-N</i> |
| 1.7. Address of the website used by the Issuer to disclose information | <i>www.rbcholding.com</i> |

| 2. Contents of the notice |
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| <p>Information on certain resolutions adopted by the issuer's Board of Directors (Supervisory Council):</p> <p>A quorum was reached at the meeting of the issuer's Board of Directors (Supervisory Council): According to Article 68 of the Federal Law Np. 208-FZ "On Joint-Stock Companies" the meeting of the Board of Directors is quorate, and the Board of Directors is eligible to adopt resolutions on all items on the agenda. The Company received completed ballot sheets from 7 out of 9 members of the Board of Directors within the specified deadline.</p> <p>RESULTS OF THE VOTING: The following members voted "FOR": Sergey Lavrukhin, Ekaterina Salnikova, Christophe Charlier, Alexander Morgulchik, Neil Osborn, Michael Hammond, Valery Senko, a total of 7 votes.</p> <p>"AGAINST": none. "ABSTAINED": none. Total: "FOR" - 7 votes, "AGAINST" – none, "ABSTAINED" – none. The resolution was adopted.</p> <p>Contents of the resolutions: To adopt a resolution on the following item that falls within the scope of powers of the sole shareholder of ROSBUSINESSCONSULTING CJSC and to instruct the Company's General Director to document the adopted resolution:</p> <ol style="list-style-type: none"> 1. To adopt a resolution on ROSBUSINESSCONSULTING CJSC's participation (the Company owns 100% in ROSBUSINESSCONSULTING CJSC) in ZAYAVKA.RU Limited Liability Company by way of the foundation of said entity with a participatory interest equal to 59% or 9,027,000 (nine million twenty seven thousand) rubles, and to pay for said participatory interest using monetary funds. 2. To approve the main terms and conditions of the Agreement on the exercise of rights by ZYAVKA.RU LLC shareholders in accordance with Schedule 1 to the Minutes of the Board of Directors meeting. |

Date of the Board of Directors (Supervisory Council) meeting at which the respective decision was adopted: **March 5, 2012.**

Date and number of the minutes of the meeting of the joint-stock company's Board of Directors at which the respective decision was adopted: **Minutes No. 36 dated March 6, 2012.**

3. Signature

3.1. Position name of the issuer's
authorized representatives

(signature)

German Kaplun

3.2. Date: March 6, 2012

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