

**Material fact notice
on certain resolutions adopted by the issuer's
board of directors (supervisory council)**

1. General Information	
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	
<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): <i>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.</i></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:</p> <p>I. To approve the expansion of the Company's priority business areas through the acquisition of Ukraine Host LLC.</p> <p>To consider the following information: the acquisition of Ukraine Host LLC (Ukraine) is expected to be executed by:</p> <ul style="list-style-type: none"> - having HostingCommunity Inc. (the Company indirectly owns 100% in HostingCommunity Inc.) purchase 81% of the share capital of Ukraine Host LLC from NewMediaHosting Inc. for 4,178.44 (four thousand one hundred seventy eight and 44/100) U.S. dollars; - having HostingCommunity Inc. (the Company indirectly owns 100% in HostingCommunity Inc.) purchase 19% of the share capital of Ukraine Host LLC from Iosif Pintus for 50,000 (fifty thousand and 00/100) U.S. dollars. 	

II. 1. To consider information on the planned acquisition of a stake in the share capital of Garant Park Telecom LLC based on the following terms and conditions:

- Vendor: HostingCommunity Inc.;
- Purchaser: Hosting Center LLC;
- Par value of participatory interest subject to acquisition: 7,224 (seven thousand two hundred twenty four) rubles, or 86% of the share capital;
- Price of participatory interest subject to acquisition: RUB 5,000,000 (five million).

2. To instruct the Company's General Director to ensure the provision of a notice to Russia's Anti-Monopoly Service on the execution of the deal in accordance with the procedure set forth in Federal Law No. 135-FZ of 26 July 2006 "On Protection of Competition."

III. 1. To approve the Company's participation in non-banking lending organization in the form of Electronic Payment System Limited Liability Company by way of such entity's foundation with a participatory interest equal to 100% or 18,000,000 (eighteen million) rubles, and to pay for the said participatory interest using monetary funds.

2. To instruct the Company's General Director to document the Resolution on the foundation of non-banking lending organization in the form of Electronic Payment System Limited Liability Company in accordance with Appendix 2 to Minutes of the meeting of the Board of Directors.

Date of the Board of Directors (Supervisory Council) meeting at which the respective decision was adopted: **March 2, 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. 35 dated March 2, 2012.**

3. Signature

3.1. Position name of the issuer's authorized representatives

_____ (signature)

German Kaplun

3.2. Date: March 2, 2012

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