

**Material Fact Notice**  
**Information on stages of the securities issue**

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

2. Contents of the Notice	
Information on the state registration of the securities issue (additional issue)	
<p>2.3. The Material Fact Notice containing information on the state registration of the additional securities issue shall specify the following:</p> <p>2.3.1. Type, category, series and other identification characteristics of the securities: <b><i>ordinary registered uncertificated shares (hereinafter, the "Shares")</i></b>.</p> <p>2.3.2. Maturity period (for bonds and issuer's options): <b><i>not specified for this type of securities</i></b>.</p> <p>2.3.3. State registration number for the issue and date of the state registration: <b><i>1-02-56413-N-001D dated January 19, 2012</i></b>.</p> <p>2.3.4. Name of the registration authority responsible for the state registration of the securities issue and the state registration of the report on the results of the securities issue: <b><i>Federal Financial Markets Service of Russia</i></b>.</p> <p>2.3.5. Number of securities in the issue and the nominal value of each security in the issue (if required in accordance with Russian law): <b><i>51,109,375 (fifty one million one hundred nine thousand three hundred seventy five) shares with a nominal value of 0.00064 (zero point zero zero zero sixty four rubles) each</i></b>.</p> <p>2.3.6. Type of offering (and the range of potential buyers of the securities in the event that the securities are placed by private subscription): <b><i>public subscription</i></b>.</p> <p>2.3.7. Vesting the issuer's shareholders and/or other persons with preemptive rights to buy securities: <b><i>in accordance with Articles 40, 41 of the Federal Law No. 208-FZ "On Joint-Stock Companies," all of the Issuer's shareholders are vested with preemptive rights to buy additionally issued Shares commensurate with the number of the Issuer's ordinary registered uncertificated shares they own</i></b>.  <i>The date of compiling a list of persons entitled to the preemptive right to purchase shares: The list of persons vested with preemptive rights to buy additional Shares is based on data from the registry of the Issuer's shareholders as of the date on which a list of persons was made entitled to take part in the general meeting of the Issuer's shareholders, which passes a resolution to increase the Issuer's authorized capital by offering additional shares (September 5, 2011 (end of business day)).</i></p> <p>2.3.8. Offering price for the securities or the procedure for determining it: <b><i>The offering price of Shares, including to persons vested with the preemptive right to buy the Shares, shall be determined by the Board of Directors of the Company after the deadline for exercising preemptive rights expires. It shall not be below the nominal value of one ordinary registered uncertificated share and shall be disclosed by the Issuer on its website at: <a href="http://www.rbcholding.ru/filings.shtml">http://www.rbcholding.ru/filings.shtml</a>.</i></b></p> <p>2.3.9. The timeframe of the placement of the securities or the procedure for determining it:  <b><i>The commencement date of the placement of Shares (hereinafter, the "Share Placement Commencement Date") is determined by the Company following the state registration of the additional share issue. The Share Placement Commencement Date shall not fall on the date prior to the end date of the period for exercising the preemptive right to buy shares.</i></b>  <b><i>Information on the Share Placement Commencement Date shall be published by the issuer in the form of a material fact notice on the commencement date of the securities placement date within the following timeframe:</i></b></p> <ul style="list-style-type: none"> <li>▪ <b><i>in the newswire – no later than 5 (five) days prior to the Share Placement Commencement Date;</i></b></li> <li>▪ <b><i>on the Issuer's webpage at <a href="http://www.rbcholding.ru/filings.shtml">http://www.rbcholding.ru/filings.shtml</a> – no later than 4 (four) days prior to the Share Placement Commencement Date,</i></b>  <b><i>whereby the publication on the Internet shall be made following the publication in the newswire.</i></b></li> </ul>	

***The placement of Shares may not be commenced prior to the expiration of two weeks following the date of the disclosure of information on the state registration of the additional share issue and ensuring that all potential customers have access to information on the state registration of the additional share issue, which shall be disclosed in accordance with the Federal Law “On securities market” and legal acts of the securities market executive authority in accordance with the procedure stipulated in Clause 11 of the Resolution on the additional share issue and Clause 2.9 of the Securities Prospectus.***

***The said two-week period shall commence on the date of the publication of the notice of the state registration of the additional share issue in the RBC daily newspaper.***

The procedure for determining the end date of the placement of securities:

***The end date of the placement of securities shall be determined as the earlier of:***

- a) 20 (twentieth) business day following the Share Placement Commencement Date;***
- b) the date of the placement of the last additionally issued Share, whereby the placement period of Shares shall not exceed 1 (one) year from the date of the state registration of the additional Share issue.***

***Securities placement period shall be determined by specifying the date of disclosing any information on the securities issue.***

The procedure for disclosing such information:

***Information on the state registration of the Report on the results of the securities issue shall be disclosed by the Issuer in the form of a material fact notice “Information on the stages of the securities issue” within the following period from the earlier of: the date of the publication of information on the state registration of the Report on the results of the securities issue on the registering authority’s webpage or the date of the Issuer’s receipt of a written notice from the registering authority on the state registration of the Report on the results of the securities issue by mail, fax, electronic mail, delivery against signed receipt:***

- in the newswire – no later than 1 (one) day;***
- on the webpage at <http://www.rbcholding.ru/filings.shtml> – no later than 2 (two) days;***
- in the RBC daily newspaper – no later than 10 (ten) days.***

2.3.10. The fact that the registration of a securities prospectus (lack of such registration) is accompanied with the state registration of the additional securities issue: the state registration of the securities prospectus is accompanied with the state registration of the additional Share issue.

2.3.11. In the event of the registration of the issue prospectus, the procedure for providing access to information contained in the issue prospectus: ***Information on the state registration of the additional Share issue and the procedure for providing access to information contained in the Issue Prospectus shall be disclosed by the Issuer in the form of a material fact notice “Information on the stages of the securities issue” within the following period from the earlier of: the date of the publication of information on the state registration of the Report on the results of the securities issue on the registering authority’s webpage or the date of the Issuer’s receipt of a written notice from the registering authority on the state registration of the Report on the results of the securities issue by mail, fax, electronic mail, delivery against signed receipt:***

- in the newswire – no later than 1 (one) day;***
- on the webpage at <http://www.rbcholding.ru/filings.shtml> – no later than 2 (two) days;***
- in the RBC daily newspaper – no later than 10 (ten) days.***

***No later than 2 (two) days from the date on which information is published on the state registration of the Issuer’s additional issue prospectus on the registering authority’s website or receipt of a written notice (by mail, fax, delivery against signed receipt) from the registering authority on the state registration of the additional issue prospectus, whichever of the said dates falls first, the Issuer publishes the text of the registered Resolution on the additional securities issue on its website at: <http://www.rbcholding.ru/filings.shtml>.***

***The text of the registered Resolution on the additional securities issue shall be available online at <http://www.rbcholding.ru/filings.shtml> from the date set for above as a deadline for its publication on the Internet, and in the event that it is published on the Internet after the said deadline – from the date of its publication on the Internet and until the redemption (cancellation) of all securities of this issue (additional issue).***

***No later than 2 (two) days from the date on which information is published on the state registration of the Issuer’s additional issue prospectus on the registering authority’s website or receipt of a written notice from the registering authority on the state registration of the additional issue prospectus, whichever of the said dates falls first, the Issuer publishes the text of the registered issue prospectus on its website at: <http://www.rbcholding.ru/filings.shtml>.***

*The text of the registered issue prospectus shall be available online at <http://www.rbcholding.ru/filings.shtml> from the date set for above as a deadline for its publication on the Internet, and in the event that it is published on the Internet after the said deadline – from the date of its publication on the Internet and for at least 6 months following the date of the publication on the Internet.*

2.3.12. In the event that the issue prospectus is signed by a securities market financial consultant, reference shall be made to this fact, as well as the full and short corporate name of the securities market financial consultant and its domicile: *the Issuer's issue prospectus is not signed by a securities market financial consultant.*

3. Signature

3.1. General Director

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(signature)

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3.2. Date: January 19, 2012