

Material Fact Notice on

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

2. Contents of the Notice
<p>2.1. Quorum of the Issuer’s board of directors (supervisory board) meeting</p> <p>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 7 out of 9 members of the Board of Directors within the established deadline.</p>
<p>2.2. Results of voting on agenda item 1:</p> <p>Approval of the terms of the employment agreement with the Company’s General Director, including remunerations and compensations.</p> <p>Voted FOR: Sergey Lavrukhin, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova– a total of 6 votes;</p> <p>AGAINST: Alexander Morgulchik;</p> <p>ABSTAINED: - none.</p>
<p>Results of voting on agenda item 2:</p> <p>On the reorganization of Yuzhny Region LLC.</p> <p>Voted FOR: a total of 7 votes;</p> <p>AGAINST: none;</p> <p>ABSTAINED: - none.</p>
<p>Results of voting on agenda item 3:</p> <p>On amendments to the Articles of Association of Company of the Year LLC.</p> <p>Voted FOR: a total of 7 votes;</p> <p>AGAINST: none;</p> <p>ABSTAINED: - none.</p>
<p>Results of voting on agenda item 4:</p> <p>On determining the Company’s priority areas of business.</p> <p>Voted FOR: a total of 7 votes;</p> <p>AGAINST: none;</p> <p>ABSTAINED: - none.</p>

2.3. Contents of the resolution passed by the Issuer's board of directors (supervisory board).

On agenda item 1:

1. To approve the terms of the employment agreement with the Company's General Director Sergey Lavrukhin, including remunerations and compensations payable in accordance with Schedule No. 3 to the Notice of the Board of Directors meeting. Pursuant to the Board of Directors' resolution to appoint Sergey Lavrukhin as the Company's Chairman of the Board of Directors effective April 14, 2012 (Minutes No. 38 dated April 16, 2012), the employment agreement shall be effective for the period from April 14, 2012 until April 13, 2013, inclusive.

2. To authorize Chairman of the Company's Board of Directors Valery Senko to enter into an employment agreement with Sergey Lavrukhin on behalf of the Company.

On agenda item 2:

To consider information on the planned reorganization of Yuzhny Region LLC into a closed joint-stock company.

On agenda item 3:

To consider information on the planned amendment of the Articles of Association of Company of the Year LLC by approving a new version of the company's Articles of Association (version No. 5) due to a change in the name of Company of the Year LLC. The new company name of Company of the Year LLC is Innovation LLC.

On agenda item 4:

To consider the following information:

1. Expected termination of the participation of Halverston Holdings Limited (the Company indirectly owns 100% participatory interest in the share capital of Halverston Holdings Limited) in Rumedia Inc (USA) due to the potential adoption of a resolution by the relevant U.S. registration authority on the loss of legal powers by Rumedia Inc (USA) and the invalidation of its Articles of Association;
2. Expected termination of the participation of Halverston Holdings Limited (the Company indirectly owns 100% participatory interest in the share capital of Halverston Holdings Limited) in Sunrize M Limited (BVI) in connection with the potential exclusion of Sunrize M Limited (BVI) from the British Virgin Islands Register of Legal Entities due to the fact that the company failed to pay the Registrar a state annual fee for being in the British Virgin Islands Register of Legal Entities.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **June 25, 2012.**

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: **June 25, 2012, Minutes No. 42.**

3. Signature		
3.1. Position of the Issuer's authorized representative	_____ (Signature)	Sergey Lavrukhin
3.2. Date June 25, 2012	Seal	