

**Material Fact Notice  
on convening and holding a general meeting of the issuer's  
participants (shareholders)**

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 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	<b>www.rbcholding.com</b>

2. Contents of the Notice	
<p>2.1. Type of the general meeting of participants (shareholders) of the issuer: <b>annual general meeting of the company's shareholders.</b></p>	
<p>2.2. Form of holding the general meeting of participants (shareholders) of the issuer: <b>joint presence of shareholders.</b></p>	
<p>2.3. Date, venue and time of the AGM, postal address to which completed ballot sheets may, and in cases stipulated in the federal law, should be submitted: <b>June 28, 2012, address: 78 Profsoyuznaya St., building 1, Moscow 117393, Russia, offices of RBC OJSC; time of the beginning of the AGM: 11 a.m. Completed ballot sheets can be mailed to the following addresses:</b></p> <ul style="list-style-type: none"> <li>• <b>8 Ivana Franko St., Moscow 121108, Computershare Registrar CJSC;</b></li> <li>• <b>78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC.</b></li> </ul>	
<p>2.4. Time when registration commences for persons participating in the issuer's AGM: <b>10 a.m. on June 28, 2012.</b></p>	
<p>2.5. Record date for persons entitled to participate in the issuer's AGM: <b>May 22, 2012 (the end of the business day).</b></p>	
<p>2.6. Agenda of the issuer's AGM:</p> <ol style="list-style-type: none"> <li><b>1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.</b></li> <li><b>2. Distribution of the Company's profit and losses based on 2011 results, including the payout of dividends on the Company's shares for 2011.</b></li> </ol>	
<p><b>3. Approval of the Company's auditor.</b></p>	
<p><b>4. Election of members of the Audit and Compliance Committee of the Company.</b></p>	
<p><b>5. Election of members of the Board of Directors of the Company.</b></p>	
<p><b>6. On the remuneration and reimbursement for expenses incurred by members of the Board of Directors of RBC OJSC in the discharge of their obligations as members of the Company's Board of Directors.</b></p>	
<p><b>7. Approval of a new version of the Company's Articles of Association.</b></p>	
<p><b>8. Approval of a new version of the Regulations on the Company's Board of Directors.</b></p>	
<p>2.7. The procedure for gaining access to information (materials) subject to disclosure in preparation for the annual general meeting of the issuer's participants (shareholders) and the address at which such information can be accessed: <b>information shall be made available to the shareholders between 10 a.m. and 6 p.m. on business days, starting from June 7, 2012, at the following address: 78 Profsoyuznaya St., Moscow.</b></p>	

3. Signature

General Director  
RBC OJSC

\_\_\_\_\_  
(signature)

Sergey Lavrukhin

Date:     \_\_\_ May 25, 2012 \_\_\_

Seal