

**Material Fact Notice on
motions carried 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. A quorum was reached at the meeting of the issuer's Board of Directors (Supervisory Council): According to Article 68 of the Federal Law No. 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 9 out of 9 members of the Board of Directors within the specified deadline.</p>	
<p>2.2. Results of voting on the following agenda items:</p> <p>1. Approval of a new version of the Regulations on the Company's Board of Directors. FOR - 9 votes;</p> <p>2. Convening an annual general meeting of the Company's shareholders (AGM). FOR - 9 votes;</p> <p>3. Approval of the AGM agenda. FOR - 9 votes;</p> <p>4. Determining the record date for compiling the list of persons eligible to participate in the AGM. FOR - 9 votes;</p> <p>5. On the Company's auditor. FOR - 9 votes;</p> <p>6. Preliminary approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results. FOR - 9 votes;</p> <p>7. On recommendations on the distribution of the Company's profit and losses based on 2011 results, including the payout of dividends on the Company's shares for 2011. FOR - 9 votes;</p> <p>8. Approval of the list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information). FOR - 9 votes;</p> <p>9. Approval of the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM. FOR - 9 votes;</p> <p>10. To determine the procedure and date for sending out Notices and ballot sheets to the persons eligible to participate in the AGM of the Company, and the postal address to which completed ballot sheets can be sent. FOR - 9 votes.</p>	
<p>2.3. Contents of the motions carried by the Board of Directors (supervisory board) of the issuer:</p> <p>1. To suggest to the AGM the approval of a new version of the Regulations on the Company's Board of</p>	

Directors.

2. To convene the AGM in the form of a meeting (joint attendance of shareholders to discuss issues on the meeting's agenda and adopt resolutions on motions put to vote) with ballot sheets distributed in advance.

To approve the following venue for the AGM and registration of AGM participants: RBC's offices at 78 Profsoyuznaya Street, RBC OJSC offices.

AGM date: June 28, 2012.

AGM commencement time: 11 a.m.

Beginning of registration for AGM participants: 10 a.m.

To approve the cost estimate for holding the AGM (in accordance with Schedule 1 to Minutes).

3. To approve the following agenda items for the Company's AGM:

1. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results.

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.

3. Approval of the Company's auditor.

4. Election of members of the Audit and Compliance Committee of the Company.

5. Election of members of the Board of Directors of the Company.

6. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.

7. Approval of a new version of the Company's Articles of Association.

8. Approval of a new version of the Regulations on the Company's Board of Directors.

4. To instruct the specialized registrar Computershare Registrar CJSC to compile the list of persons eligible to participate in the AGM based on the Company's shareholders register as of May 22, 2012 (end of business day).

5. To recommend to the AGM to approve Grant Thornton as RBC OJSC's 2012 auditor.

6. To preliminarily approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2011 results and recommend them for approval by the AGM.

7. To recommend to the AGM not to distribute the Company's profit and losses based on 2011 results, including not to pay out dividends on the Company's shares for 2011.

8. To approve the following list of documents (information) to be made available to shareholders ahead of the AGM and the procedure for disclosing such documents (information):

1) Notice of the Company's AGM;

2) 2011 Annual Report of the Company;

3) Report of the Audit and Compliance Committee on the accuracy of data contained in the Company's annual report, as well as the Audit and Compliance Committee's report based on the results of the audit of the Company's annual financial statement;

4) Annual financial statement, including the income statement (profit and loss accounts) of the Company for 2011;

5) Auditor's report issued by an independent auditor – Grant Thornton;

6) Recommendations of the Company's Board of Directors on the distribution of the Company's profit and losses based on 2011 results, including the payout of dividends on the Company's shares for 2011;

7) An assessment of the report issued by the Company's independent auditor Grant Thornton by the Audit and Compliance Committee of the Board of Directors of RBC OJSC;

8) Information on candidates for the Company's auditor (Grant Thornton);

9) Information on candidates for the Company's Board of Directors, Audit and Compliance Committee;

10) Information on the availability/lack of a written consent of nominated candidates for appointment

to the respective body of the Company;

11) Draft resolutions of the Company's AGM;

12) Draft of a new version (No.6) of the Company's Articles of Association;

13) Draft Regulations on the Board of Directors of the Company.

To ensure access of shareholders to the abovementioned information between 10 a.m. and 6 p.m. on business days, starting from June 7, 2012, at the following address: 78 Profsoyuznaya St., Moscow.

The materials shall be provided to shareholders in accordance with the procedure stipulated by Russian law and the Company's Articles of Association.

9. To approve the wording of the announcement on holding the AGM, the form and wording of the ballot sheet and draft resolutions of the AGM.

10. 1) To publish the announcement on holding the AGM in the RBC Daily newspaper no later than May 25, 2012.

2) To send out ballot sheets and the announcement on holding the AGM by registered mail to each person eligible to participate in the annual general meeting of the Company's shareholders no later than June 7, 2012.

3) Completed ballot sheets can be submitted to the following addresses:

9 Ivana Franko St., Moscow, Russia 121108, Computershare Registrar;

78 Profsoyuznaya St., Moscow, Russia 117393, RBC OJSC.

4) For the purpose of determining the quorum and the tallying of votes, ballot sheets submitted no later than 6 p.m. on June 25, 2012 shall be counted.

2.4. The date of the board of directors (supervisory board) meeting which carried the above-mentioned motions: **May 22, 2012.**

2.5. The date and number of the minutes of the board of directors (supervisory board) meeting at which the above-mentioned motions were carried: **Minutes No. 41 dated May 25, 2012.**

3. Signature

General Director
RBC OJSC

(signature)

Sergey Lavrukhin

Date: ___ May 25, 2012 ___

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