

**Material Fact Notice on
motions carried by the issuer's Board of Directors**

| 1. General Information | |
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| 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 |
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| <p>Information on motions carried by the issuer's board of directors (supervisory board): A quorum was reached at the meeting of the issuer's Board of Directors (Supervisory Council).</p> <p>Results of voting on the following agenda items:</p> <ol style="list-style-type: none"> 1. On RBC's development strategy and the ways and means for implementing it. Motion carried unanimously. 2. Approval of RBC's 2012 budget. Motion carried unanimously. 3. Consideration of a report on the financial results of RBC OJSC in the first quarter of 2012. Motion carried unanimously. 4. Premature termination of powers of the Executive Board of RBC OJSC. FOR – 8 votes, AGAINST – none, ABSTAINED – 1 vote. 5. Election of members of RBC OJSC's Executive Board. FOR – 8 votes, AGAINST – none, ABSTAINED – 1 vote. 6. On changes in the agenda of the Board of Directors meeting. Motion carried unanimously. 7. Determining the price (monetary value) of property under a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED. Motion carried unanimously. 8. Approval of a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED. Motion carried unanimously. <p>Contents of the motions carried by the Board of Directors (supervisory board) of the issuer:</p> <ol style="list-style-type: none"> 1. To consider a report on the ways and means to implement the Company's development strategy. To instruct the General Director of the Company within two weeks from the adoption of this resolution to notify members of the Board of Directors on progress in the placement of the Company's additional share issue, plans on the consolidation of the hosting business, as well as on agreements reached with potential buyers of the Company's non-core assets. 2. To instruct the Company's General Director to make the required amendments to the Company's 2012 budget based on the results of negotiations with potential buyers of non- |

core assets of the Company and within two weeks from the adoption of this resolution to include an item on the agenda of the Company's Board of Directors on the approval of revised 2012 budget.

3. To take under advisement a report on the financial results of RBC OJSC in Q1 2012.

4. To terminate the powers of the following members of the Executive Board of the Company prematurely:

Artemy Inyutin

Dmitry Belik

Sergey Lukin

Yevgeny Shishkov

5. To elect the following members to the Company's Executive Board:

Ekaterina Lebedeva

Sergey Lukin

Vyacheslav Masenkov

Yevgeny Shishkov

In accordance with the Company's Articles of Association, General Director is the chairman of the executive Board of the Company.

6. To add the following additional items to the agenda of the Board of Directors meeting:

1) Determining the price (monetary value) of property under a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED.

2) Approval of a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED.

7. To set the price (monetary value) of property under a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED in the amount to be determined by the Company's Board of Directors in accordance with the resolution to issue additional securities and securities prospectus registered by the Russian Federal Financial Markets Service on January 19, 2012 based on PRAGLA LIMITED's intention to purchase no more than 6,377,800 additionally issued shares.

8. To approve a related-party transaction on the acquisition of additionally issued shares of the Company by the Company's shareholder PRAGLA LIMITED in the amount of no more than 6,377,800 additionally issued shares at a price to be determined by the Company's Board of Directors in accordance with the resolution to issue additional securities and Securities Prospectus registered by the Russian Federal Financial Markets Service on January 19, 2012.

The date of the board of directors (supervisory board) meeting which carried the above-mentioned motions: **May 17, 2012.**

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. 39 dated May 18, 2012.**

3. Signature

3.1. 3.1. General Director

(signature)

Sergey Lavrukhin

3.2. Date: May 18, 2012

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