

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

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>Information on motions carried by the issuer's board of directors (supervisory board): Quorum of the board of directors (supervisory board) meeting:</p> <p>The Chairman of the Board of Directors announced that 9 (nine) members of the Board of Directors are to take part in the meeting, a quorum was reached, and the meeting is duly constituted.</p> <p>Contents of the motions:</p> <p>On agenda item:</p> <p>To set the price for the placement of additional ordinary registered uncertificated shares of RBC OJSC, including the price for the placement of additional ordinary registered uncertificated shares to persons entitled to exercise the preemptive right to purchase additionally issued shares (state registration number of the additional share issue 1-02-56413-N-001D dated January 19, 2012), at RUB 20.00 per share.</p> <p>Voting results: FOR: Sergey Lavrukhin, Vladimir Pakhomov, Anton Kiryukhin, Ekaterina Salnikova, Christophe Charlier, Alexander Morgulchik, Neil Osborn, Michael Hammond, Valery Senko – a total of 9 votes. AGAINST: none. ABSTAINED: none.</p> <p>Total: FOR – 9 votes, AGAINST – none, ABSTAINED – none.</p> <p>Motion carried unanimously.</p> <p>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: May 17, 2012. Minutes No. 40</p>

3. Signature

3.1. General Director

(signature)

Sergey Lavrukhin

3.2. Date: May 17, 2012

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