

**Material Fact Notice on
motions carried by the issuer's board of directors (supervisory board)**

| 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): Quorum of the board of directors (supervisory board) meeting: 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: On Agenda item 1: Premature termination of powers of the Company's Chairman of the Board of Directors Sergey Lavrukhin.</p> <p>Results of the voting: Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Alexander Morgulchik, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 9 votes.</p> <p style="padding-left: 40px;">AGAINST: none ABSTAINED: none Total: FOR – 9 votes, AGAINST – none, ABSTAINED -none Motion carried unanimously.</p> <p>On Agenda item 2: To elect Valery Senko Chairman of the Board of Directors.</p> <p>Results of the voting: Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 8 votes.</p> <p style="padding-left: 40px;">AGAINST: none ABSTAINED: Alexander Morgulchik Total: FOR – 8 votes, AGAINST – none, ABSTAINED - 1 Motion carried.</p> | |

On Agenda item 3:

Premature termination of the powers of a member of the Human Resources and Remuneration Committee of the Board of Directors Sergey Lavrukhin.

Results of the voting:

Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 8 votes.

AGAINST: none

ABSTAINED: Alexander Morgulchik

Total: FOR – 8 votes, AGAINST – none, ABSTAINED - 1

Motion carried.

On Agenda item 4:

To elect Christophe Charlier as member of the Human Resources and Remuneration Committee of the Board of Directors.

Results of the voting:

Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 8 votes.

AGAINST: none

ABSTAINED: Alexander Morgulchik

Total: FOR – 8 votes, AGAINST – none, ABSTAINED - 1

Motion carried.

On Agenda item 5:

To terminate the powers of the Company's General Director German Kaplun prematurely as of April 13, 2012 (last working day) and terminate the employment contract dated June 8, 2010.

Results of the voting:

Voted FOR: Sergey Lavrukhin, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, and Ekaterina Salnikova, a total of 6 votes.

AGAINST: none

ABSTAINED: Alexander Morgulchik, Vladimir Pakhomov, Anton Kiryukhin

Total: FOR – 6 votes, AGAINST – none, ABSTAINED - 3

Motion carried.

On Agenda item 6:

To elect Sergey Lavrukhin as the Company's General Director from April 14, 2012.

Results of the voting:

Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 8 votes.

AGAINST: none

ABSTAINED: Alexander Morgulchik

Total: FOR – 8 votes, AGAINST – none, ABSTAINED - 1

Motion carried

On Agenda item 7:

To agree to the Company’s General Director Sergey Lavrukhin holding a concurrent position as General Director of Empirika LLC.

Results of the voting:

Voted FOR: Sergey Lavrukhin, Vladimir Pakhomov, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Ekaterina Salnikova, and Anton Kiryukhin, a total of 8 votes.

AGAINST: none

ABSTAINED: Alexander Morgulchik

Total: FOR – 8 votes, AGAINST – none, ABSTAINED - 1

Motion carried.

The date of the board of directors (supervisory board) meeting which carried the above-mentioned motions: **April 13, 2012.**

The date and number of the minutes of the board of directors (supervisory board) meeting at which the above-mentioned motions were carried: **April 16, 2012.**

Minutes No. 38

3. Signature

3.1. General Director

(signature)

Sergey Lavrukhin

3.2. Date: April 16, 2012

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