

Material Fact Notice on resolutions passed 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 Место нахождения эмитента	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. Quorum of the Issuer's Board of Directors (Supervisory Board) meeting: Pursuant to Article 68 of Federal Law No. 208-FZ "On Joint Stock Companies" a quorum was reached, and the Company's Board of Directors meeting was duly constituted. The Company received ballot sheets from 9 out of 9 members of the Board of Directors within the established deadline.</p> <p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: To convene the extraordinary general meeting of the Company's shareholders. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9 votes. AGAINST: none. ABSTAINED: none TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none. The resolution was passed.</p> <p>On agenda item 2: To approve the agenda of the extraordinary general meeting of the Company's shareholders. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9 votes. AGAINST: none. ABSTAINED: none TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none. The resolution was passed.</p> <p>On agenda item 3: To determine the date of compilation for the list of persons eligible to take part in the general meeting of the Company's shareholders. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9 votes. AGAINST: none. ABSTAINED: none TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none. The resolution was passed.</p> <p>On agenda item 4: To approve the list of information (materials) to be provided to the Company's shareholders as part of preparations for the extraordinary general meeting and the procedure for submitting it. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9</p>

votes.

AGAINST: **none**.

ABSTAINED: **none**

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none.

The resolution was passed.

On agenda item 5:

To approve the wording of the Notice on convening the extraordinary general meeting of shareholders.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9 votes.

AGAINST: **none**.

ABSTAINED: **none**

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none.

The resolution was passed.

On agenda item 6:

To determine the procedure for notifying shareholders about the extraordinary general meeting. To determine the date on which ballot sheets will be sent to persons eligible to participate in the extraordinary general meeting, to determine the addresses to which completed ballot sheets should be sent.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Alexander Morgulchik, Konstantin Babunov, Ekaterina Salnikova – a total of 9 votes.

AGAINST: **none**.

ABSTAINED: **none**

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED - none.

The resolution was passed.

On agenda item 7:

On premature termination of the powers of a Management Board Member.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes.

AGAINST: **none**.

ABSTAINED: Alexander Morgulchik, a total of 1 vote.

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote.

The resolution was passed.

On agenda item 8:

On election of a Management Board Member.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes.

AGAINST: Alexander Morgulchik, a total of 1 vote.

ABSTAINED: **none**.

TOTAL: FOR - 8 votes, AGAINST – 1 vote, ABSTAINED – none.

The resolution was passed.

On agenda item 9:

On approval of a Management Board Member combining this position with positions in the management bodies of other organizations.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes.

AGAINST: Alexander Morgulchik, a total of 1 vote.

ABSTAINED: **none**.

TOTAL: FOR - 8 votes, AGAINST – 1 vote, ABSTAINED – none.

The resolution was passed.

2.3. Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

To convene an extraordinary general meeting of the Company's shareholders in the form of joint presence to consider agenda items and pass resolutions put to vote, with advance distribution of ballot sheets.

To determine that

- the venue of the meeting and registration of participants will be at 78, Profsoyuznaya

Street, Moscow, in the premises of RBC OJSC.

- the date of the meeting will be December 10, 2012.
- the time when the meeting starts will be 11:00 a.m.
- the time when the registration of participants starts will be 10:00 a.m.

To approve the cost estimate of the extraordinary general meeting of the Company's shareholders in accordance with Schedule 1 hereto.

On agenda item 2:

To approve the following agenda of the extraordinary general meeting of the Company's shareholders:

1. On premature termination of the powers of Board of Directors members
2. On election of a new Board of Directors.
3. On remuneration payable to Board of Directors members and compensation of the expenses related to their performance of functions as Board of Directors members.

On agenda item 3:

To authorize special registrar Computershare Registrar CJSC to compile a list of persons eligible for participation in the extraordinary general meeting of shareholders based on the Registry of the Company's securities owners as of September 28 (end of the day).

On agenda item 4:

To approve the following list of information (materials), to be provided to shareholders as part of preparations for the extraordinary general meeting:

1. A Notice on convening the extraordinary general meeting of the Company's shareholders;
2. Information about candidates to the Company's Board of Directors;
3. Information about the availability or absence of nominated candidates' written consent to be elected to the Company's Board of Directors;
4. Draft resolutions of the extraordinary general meeting of the Company's shareholders.

To provide shareholders with access to said information during business days from 10:00 a.m. through 18:00 p.m. within 20 days prior to the extraordinary general meeting at the address: 78, Profsoyuznaya St., Moscow. The materials are provided to shareholders pursuant to the procedure set forth in the applicable laws of the Russian Federation and in the Company's Articles of Association.

On agenda item 5:

To approve the wording of the Notice on convening the extraordinary general meeting of shareholders in accordance to Schedule 2 hereto.

On agenda item 6:

1. To publish the Notice on convening the extraordinary general meeting of shareholders in RBC Daily no later than 70 days before the extraordinary general meeting of shareholders.
2. To send ballot sheets and the Notice on convening the extraordinary general meeting of shareholders by registered mail to each person indicated in the list of entities eligible for participation in the extraordinary general meeting of the Company's shareholders no later than 20 days before the extraordinary general meeting.
3. To determine that completed ballot sheets should be sent to Computershare Registrar, 8, Ivan Franko Street, Moscow 121108; RBC OJSC, 78, Profsoyuznaya St., Moscow 117393.
4. To determine that for the purposes of establishing a quorum and voting results the votes will be considered in the ballot sheets received by the Company no later than two days before the extraordinary general meeting.

On agenda item 7:

To terminate the powers of Management Board member Ekaterina Lebedeva ahead of schedule.

On agenda item 8:

To elect Stanislav Povolotsky to Management Board.

On agenda item 9:

To allow Stanislav Povolotsky to combine the position of a Management Board member with CEO of AdLine LLC.

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolution was passed: **September 28, 2012.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes 47 dated September 28, 2012.**

3. Signature

3.1. Position of the Issuer's authorized person _____ Sergey Lavrukhin
(signature)

3.2. Date: September 28, 2012 Seal