

**Material Fact Notice on
“Information 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	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	http://www.rbcholding.ru/filings.shtml

2. Contents of the Notice	
2.1. Quorum of the Issuer’s board of directors (supervisory board) meeting	
<p>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 8 out of 9 members of the Board of Directors within the established deadline.</p>	
2.2. Results of voting on agenda item 1:	
<p>Determining the Company’s position on the following items that fall within the scope of powers of the general meeting of members of RBK Money LLC.</p> <p>Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Alexander Morgulchik – a total of 7 votes; AGAINST: none; ABSTAINED: - Konstantin Babunov – a total of 1 vote. Total: FOR – 7 votes, AGAINST – none, ABSTAINED – 1 vote. Motion carried.</p>	
<p>Results of voting on agenda item 2:</p> <p>Approving a deal related to the termination of the Company’s participation in RBK Money LLC.</p> <p>Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko – a total of 6 votes; AGAINST: none; ABSTAINED: - Konstantin Babunov, Alexander Morgulchik – a total of 2 votes. Total: FOR – 6 votes, AGAINST – none, ABSTAINED – 2 votes. Motion carried.</p>	
<p>Results of voting on agenda item 3:</p> <p>Adopting a resolution on matters that fall within the scope of powers of the sole shareholder of RBC-TV Closed Joint-Stock Company.</p> <p>Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Konstantin Babunov, Alexander Morgulchik – a total of 8 votes; AGAINST: none; ABSTAINED: - none. Total: FOR – 8 votes, AGAINST – none, ABSTAINED – none.</p>	

Motion carried.

Results of voting on agenda item 4:

Approving a deal related to the termination of the Company's participation in Innovation LLC.

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Konstantin Babunov, Alexander Morgulchik – a total of 8 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 8 votes, AGAINST – none, ABSTAINED – none.

Motion carried.

Results of voting on agenda item 5:

Determining the Company's priority business areas.

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Christophe Charlier, Neil Osborn, Michael Hammond, Valery Senko, Konstantin Babunov, Alexander Morgulchik – a total of 8 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 8 votes, AGAINST – none, ABSTAINED – none.

Motion carried.

2.3. Contents of the resolution passed by the Issuer's board of directors.

On agenda item 1:

To vote in favor of the following agenda items of the general meeting of members of subsidiary – RBK Money Limited Liability Company (the Company owns 74% participatory interest in RBK Money LLC's share capital).

- To approve a new version of the Articles of Association of RBK Money LLC (Version No. 5);
- To instruct the General Director of RBC-TV CJSC to perform state registration of the new version of the Articles of Association according to the procedure specified in the legislation.

On agenda item 2:

To approve a deal related to the termination of the Company's participation in RBK Money LLC in accordance with the following terms:

The Vendor: Company;

The Purchaser: Trigale Investments Limited (Cyprus);

Size of participatory interest subject to sale (percentage of the share capital): 74%;

Nominal value of the participatory interest subject to sale: 370,000 rubles;

Deal amount: US\$8,440,000.

On agenda item 3:

To adopt a resolution on matters that fall within the scope of powers of the sole shareholder of RBC-TV Closed Joint-Stock Company (the Company owns 100% participatory interest in RBC-TV CJSC's share capital) and instruct the Company's General Director to document the adopted resolution:

- To approve a new version of the Articles of Association of RBC-TV CJSC (Version No. 5);
- To instruct the General Director of RBC-TV CJSC to perform state registration of the new version of the Articles of Association according to the procedure specified in the legislation.

On agenda item 4:

To approve a deal related to the termination of the Company's participation in Innovation LLC in accordance with the following terms:

- The Vendor: Company;
- The Purchaser: nominal owner;
- Size of participatory interest subject to sale (percentage of the share capital): 1%;
- Nominal value of the participatory interest subject to sale: 100 rubles;
- Deal amount: 100 rubles.

On agenda item 5:

To approve changes in the Company's priority business areas by divesting 99% of the share capital of Innovation LLC to National Awarding Committee Autonomous Non-Profit Organization.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **August 14, 2012.**

2.5. Date and number of the minutes of the Issuer's board of directors (supervisory board) meeting at which the above-mentioned resolution was passed: **August 17, 2012, Minutes No. 46.**

3. Signature	
3.1. Position of the Issuer's authorized representative	_____ (Signature) Sergey Lavrukhin
3.2. Date: August 17, 2012	Seal