

**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	www.rbcholding.com

2. Contents of the Notice
<p>2.1. Quorum of the Issuer’s board of directors (supervisory board) meeting</p> <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 7 out of 9 members of the Board of Directors within the established deadline.</p> <p>2.2. Results of voting at the Board of Directors meeting:</p> <p>Results of voting on agenda item 1: Determining the price (monetary value) of property under a related-party transaction on entering into a share pledge agreement between the Company (Pledgor) and RBK Money LLC (Pledgee).</p> <p>Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes; AGAINST: none; ABSTAINED: - none. Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none. Motion carried.</p> <p>Results of voting on agenda item 2: Approval of a related-party transaction on entering into a share pledge agreement between the Company (Pledgor) and RBK Money LLC (Pledgee) which will result in a pledge of the Company’s participatory interest in the share capital of another business entity.</p> <p>Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes; AGAINST: none; ABSTAINED: - none. Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none. Motion carried.</p> <p>Results of voting on agenda item 3: Determining the price (monetary value) of property under a related-party transaction on entering into a loan agreement between the Company (Borrower) and RBK Money LLC (Creditor).</p>

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none.

Motion carried.

Results of voting on agenda item 4:

Approval of a related-party transaction on entering into a loan agreement between the Company (Borrower) and RBK Money LLC (Creditor).

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none.

Motion carried.

Results of voting on agenda item 5:

Determining the Company's position on the agenda of the general meeting of members of RBK Money LLC.

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none.

Motion carried.

Results of voting on agenda item 6:

Determining the Company's top-priority areas of business.

Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, – a total of 7 votes;

AGAINST: none;

ABSTAINED: - none.

Total: FOR – 7 votes, AGAINST - none, ABSTAINED – none.

Motion carried.

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

On agenda item 1:

To determine the price (monetary value) of property under a related-party transaction on entering into a share pledge agreement between the Company (Pledgor) and RBK Money LLC (Pledgee) at 4,680,000 (four million six hundred eighty thousand) rubles.

On agenda item 2:

To approve a related-party transaction on entering into a share pledge agreement which will result in a pledge of the Company's participatory interest in the share capital of non-bank lending organization Electronic Payment System (hereinafter, the non-bank lending organization) on the following terms and conditions:

- Pledgor – Company;
- Pledgee – RBK Money Limited Liability Company;
- Pledged property – participatory interest in the non-bank lending organization with a nominal value of 4,680,000 (four million six hundred eighty thousand)

rubles, or 26% of the share capital;

- Transaction secured by the share pledge agreement – loan agreement between the Company as the Borrower and RBK Money LLC as the Creditor (hereinafter, the “Loan Agreement”);
- Obligation secured by the loan agreement – the Pledgor’s obligation to repay the Pledgee the sum of the loan in the amount of 18,000,000 (eighteen million) rubles no later than June 11, 2015 under the Loan Agreement;
- Grounds for termination of the pledge – the Pledgor’s performance of its obligations under the loan agreement.

On agenda item 3:

To determine the price (monetary value) of property under a related-party transaction on entering into a loan agreement between the Company (Borrower) and RBK Money LLC (Creditor) at 18,000,000 (eighteen million) rubles.

On agenda item 4:

To approve a related-party transaction on entering into a loan agreement on the following terms and conditions:

- Creditor – RBK Money LLC;
- Borrower – the Company;
- Loan amount - 18,000,000 (eighteen million) rubles;
- Loan repayment date – no later than June 11, 2015;
- Security under the loan agreement – the Creditor’s pledge of its participatory interest in the share capital of non-bank lending organization Electronic Payment System (Limited Liability Company) with a nominal value of 4,680,000 (four million six hundred eighty thousand) rubles, or 26% of the share capital.

On agenda item 5:

To vote in favor of the following item on the agenda of the general meeting of participants of the Company’s subsidiary – RBK Money Limited Liability company (the Company owns 74% of RBK Money LLC’s share capital):

“To adopt a resolution on the related-party transaction on entering into a share pledge agreement which will result in a pledge of the Company’s participatory interest in the share capital of non-bank lending organization Electronic Payment System (hereinafter, the non-bank lending organization) on the following key terms and conditions:

- *Pledgor – RBC OJSC;*
- *Pledgee – RBK Money Limited Liability Company;*
- *Pledged property – participatory interest in the non-bank lending organization with a nominal value of 4,680,000 (four million six hundred eighty thousand) rubles, or 26% of the share capital;*
- *Transaction secured by the share pledge agreement – loan agreement between the Company as the Borrower and RBK Money LLC as the Creditor (hereinafter, the “Loan Agreement”);*
- *Obligation secured by the loan agreement – the Pledgor’s obligation to repay the Pledgee the sum of the loan in the amount of 18,000,000 (eighteen million) rubles no later than June 11, 2015 under the Loan Agreement”.*

On agenda item 6:

To approve the expansion of the Company’s top priority areas of business by its participation in RU-Center International Limited (Cyprus).

To consider information on the Company’s planned participation in RU-Center International Limited through the incorporation of RU-Center International Limited in accordance with the applicable laws of Cyprus in accordance with the following terms and conditions:

- RU-Center International Limited's sole shareholders - HostingCommunity Inc. (the Company indirectly owns 100% of share capital of HostingCommunity Inc.);
- The size of RU-Center International Limited's share capital – 5,000 (five thousand) euros;
- The number and nominal value of shares of RU-Center International Limited – 5,000 (five thousand) shares with a nominal value of 1 (one) euro each.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **July 27, 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: **Minutes No. 45, dated July 27, 2012.**

3. Signature

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

3.2. Date: July 27, 2012

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