

**Material fact notice
on certain resolutions adopted by the Issuer’s Board of Directors (Supervisory
Council)**

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 at the meeting of the issuer’s Board of Directors (Supervisory Council) According to Article 68 of the Federal Law No. 208-FZ “On Joint-Stock Companies” the meeting of the Board of Directors is quorate, and the Board of Directors is eligible to adopt resolutions on all items on the agenda. The Company received completed ballot sheets from 8 out of 9 members of the Board of Directors within the specified deadline.</p>	
<p>2.2. Results of the voting: On the first agenda item of the Board of Directors meeting: Election of the Chairman of the Company’s Board of Directors The following members voted “FOR”: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, Konstantin Babunov, and Alexander Morgulchik, a total of 8 votes. “AGAINST”: none. “ABSTAINED”: none. Total: “FOR” - 8 votes, “AGAINST” – none, “ABSTAINED” – none. The resolution was adopted.</p>	
<p>On the second agenda item of the Board of Directors meeting: Election of the Deputy Chairman of the Company’s Board of Directors. The following members voted “FOR”: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, and Konstantin Babunov, a total of 7 votes. “AGAINST”: none. “ABSTAINED”: Alexander Morgulchik. Total: “FOR” - 7 votes, “AGAINST” – none, “ABSTAINED” – 1. The resolution was adopted.</p>	
<p>On the third agenda item of the Board of Directors meeting: Election of the Secretary of the Company’s Board of Directors. The following members voted “FOR”: Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, Konstantin Babunov, and Alexander Morgulchik, a total of 8 votes. “AGAINST”: none. “ABSTAINED”: none. Total: “FOR” - 8 votes, “AGAINST” – none, “ABSTAINED” – none.</p>	

The resolution was adopted.

On the fourth agenda item of the Board of Directors meeting:

On independent members of Company's Board of Directors.

The following members voted "FOR": Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Valery Senko, and Konstantin Babunov, a total of 6 votes.

"AGAINST": Alexander Morgulchik.

"ABSTAINED": Neil Osborn.

Total: "FOR" - 6 votes, "AGAINST" - 1, "ABSTAINED" - 1.

The resolution was adopted.

On the fifth agenda item of the Board of Directors meeting:

Election of the members of the Human Resources and Remuneration Committee of the Company's Board of Directors.

The following members voted "FOR": Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, and Konstantin Babunov, a total of 7 votes.

"AGAINST": none.

"ABSTAINED": Alexander Morgulchik.

Total: "FOR" - 7 votes, "AGAINST" - none, "ABSTAINED" - 1.

The resolution was adopted.

On the sixth agenda item of the Board of Directors meeting:

Election of the members of the Audit and Compliance Committee of the Company's Board of Directors.

The following members voted "FOR": Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, and Konstantin Babunov, a total of 7 votes.

"AGAINST": none.

"ABSTAINED": Alexander Morgulchik.

Total: "FOR" - 7 votes, "AGAINST" - none, "ABSTAINED" - 1.

The resolution was adopted.

On the seventh agenda item of the Board of Directors meeting:

Approval of the Company's 2012 budget.

The following members voted "FOR": Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, Konstantin Babunov, and Alexander Morgulchik, a total of 8 votes.

"AGAINST": none.

"ABSTAINED": none.

Total: "FOR" - 8 votes, "AGAINST" - none, "ABSTAINED" - none.

The resolution was adopted.

On the eighth agenda item of the Board of Directors meeting:

Identification of the Company's priorities.

The following members voted "FOR": Sergey Lavrukhin, Mikhail Sosnovsky, Ekaterina Salnikova, Christophe Charlier, Neil Osborn, Valery Senko, Konstantin Babunov, and Alexander Morgulchik, a total of 8 votes.

"AGAINST": none.

"ABSTAINED": none.

Total: "FOR" - 8 votes, "AGAINST" - none, "ABSTAINED" - none.

The resolution was adopted.

2.3. Contents of the resolutions passed by the Issuer's Board of Directors

On the first agenda item of the Board of Directors meeting:

To elect Valery Senko as the Chairman of the Company's Board of Directors.

On the second agenda item of the Board of Directors meeting:

To elect Mikhail Sosnovsky as the Deputy Chairman of the Board of Directors.

On the third agenda item of the Board of Directors meeting:

To elect Marina Stafeeva as the Secretary of the Company's Board of Directors

On the fourth agenda item of the Board of Directors meeting:

Pursuant to resolution adopted by the Annual General Meeting of RBC OJSC's shareholders (Minutes No. 11 dated as of June 28, 2012) on remunerations and compensations of expenses to members of the Company's Board of Directors related with the performance of their duties as members of the Company's Board of Directors and in accordance with the requirements set forth in Clause 2.6 of the Regulations of the Company's Board of Directors and the international corporate management standards for the purpose of paying remunerations and compensations of expenses Board of Directors members Michael Hammond and Neil Osborn shall be recognized as independent directors of RBC OJSC's Board of Directors.

On the fifth agenda item of the Board of Directors meeting:

To elect to the Human Resources and Remuneration Committee of the Company's Board of Directors the following persons:

Chairman of the Committee:

1. Valery Senko

Members of the Committee:

2. Michael Hammond

3. Christophe Charlier

On the sixth agenda item of the Board of Directors meeting:

To elect to the Audit and Compliance Committee of the Company's Board of Directors the following persons:

Chairman of the Committee:

1. Christophe Charlier

Members of the Committee:

2. Valery Senko

3. Mikhail Sosnovsky

On the seventh agenda item of the Board of Directors meeting:

To approve the Company's budget for 2012 in accordance with Schedule 2 to the Notice of a Board of Directors meeting.

On the eighth agenda item of the Board of Directors meeting:

To approve the expansion of the Company's priority lines of business by means of acquisition by Hosting Community Inc. (the Company indirectly owns a 100% equity position in Hosting Community Inc.) of a 100% interest in Regional Network Information Center Closed Joint-Stock Company (RU-CENTER) in accordance with the Share Purchase Agreement in respect of shares in RU-CENTER concluded by Hosting Community Inc. and Darvent International Ltd. as of April 19, 2012 on the following terms:

- **Vendor:** Darvent International Ltd;
- **Buyer:** HostingCommunity Inc.;
- **Issuer of the shares:** Regional Network Information Center Closed Joint-Stock Company, which is a legal entity incorporated in accordance with the laws of the Russian Federation, OGRN 1067746823099;
- **Number of acquired shares:** 1,000 shares which amounts to 100% of the authorized capital;
- **Par value of one share:** RUB 10.
- **Value of the transaction:** RUB 920,400,000 (nine hundred twenty million four hundred thousand rubles).
- **Date on which the shares were transferred to the Buyer's depo account:** June 15, 2012.

2.4. Date of Issuer's Board of Directors (Supervisory Council) at which the respective decision was adopted: **July 20, 2012.**

2.5. Date and number of the minutes of the meeting of Issuer's Board of Directors (Supervisory

Council) at which the respective decision was adopted: ***Minutes No. 44 dated July 20, 2012.***

3. Signature		
3.1. Position of the Issuer's authorized representative	<hr/> (signature)	Sergey Lavrukhin
3.2. Date: July 20, 2012	Seal	