

**Material fact notice**  
**on an entity's acquisition of the right to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital**

1. General Information	
1.1. Issuer's full corporate name	<b>RBC Open Joint-Stock Company</b>
1.2. Issuer's short corporate name	<b>RBC OJSC</b>
1.3. Issuer's address	<b>78 Profsoyuznaya St., Moscow 117393</b>
1.4. Issuer's primary state registration number (OGRN)	<b>1057746899572</b>
1.5. Issuer's TIN	<b>7728547955</b>
1.6. Issuer's unique code assigned by the registration authority	<b>56413-N</b>
1.7. Address of the website used by the Issuer to disclose information	<a href="http://www.e-disclosure.ru/portal/company.aspx?id=24832">www.e-disclosure.ru/portal/company.aspx?id=24832</a> (in Russian) <a href="http://www.rbcholding.ru">www.rbcholding.ru</a> (in Russian) <a href="http://www.rbcholding.com">www.rbcholding.com</a> (in English)
2. Contents of the Notice	
<p>2.1. Full corporate name (name in case of a non-for-profit organization), address, TIN (if applicable), OGRN (if applicable) of a legal entity or the surname, name, and patronymic of an individual who acquired the right to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital:</p> <p>Full corporate name: <b>Polyus Gold Open Joint-Stock Company</b>  Address: <b>15/1 Tverskoy Blvd., Moscow, Russian Federation 123104</b>  TIN <b>7703389295</b>  OGRN <b>1068400002990</b></p> <p>2.2. Type of the right which the respective entity acquired to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital (direct control, indirect control): <b>direct and indirect control (via controlled entities).</b></p> <p>2.3. If the entity acquires the right to indirect control– all organizations controlled by such entity should be indicated in consecutive order (the chain of organizations directly or indirectly controlled by such entity) through which the entity acquired the right to indirectly control a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital. The full corporate name, address, TIN (if applicable), OGRN (if applicable) of every organization should be indicated:</p> <p>Full corporate name: <b>Gold Mining Company Polyus Closed Joint-Stock Company</b>  Address: <b>2-B Belinsky Street, town of Severo-Yeniseysky, Severo-Yeniseysky District, Krasnoyarsk Region, Russian Federation 663282</b>  TIN <b>2434000335</b>  OGRN <b>1022401504740</b></p> <p>Full corporate name: <b>Janington International Inc.</b>  Address: <b>Pasea Estate, Road Town, Tortola, British Virgin Islands</b>  TIN <b>not available</b>  OGRN <b>not available</b></p> <p>Full corporate name: <b>Polyus Gold International Limited</b>  Address: <b>Queensway House, Hilgrove Street, St. Helier, Jersey, JE1 1ES</b>  TIN <b>not available</b>  OGRN <b>not available</b></p> <p>2.4. An attribute of the right which the respective entity acquired to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital (entity's own control, joint control with other entities) <b>entity's own control.</b></p>	

2.5. If the entity acquires a right to joint control with other entities, it is necessary to provide the full corporate name (name in case of a non-for-profit organization), address, TIN (if applicable), OGRN (if applicable) of every legal entity or the surname, name, and patronymic of every individual that acquired a right jointly with the entity to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital: **There are no entities that have rights to voting shares jointly with the entity.**

2.6. The reason whereby the entity acquired the right to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital (acquisition of equity position in the Issuer, conclusion of a property trust management agreement, ordinary partnership agreement, mandate agreement, shareholder agreement and/or other agreement with the subject matter being the exercise of rights represented by the Issuer's shares (stakes): **acquisition of equity position in the Issuer.**

2.7. The number and percentage of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital, which the entity was entitled to before the respective reason took effect: **18,098,669/4.95%**

2.8. The number and percentage of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital, which the entity is entitled to after the respective reason took effect: **19,015,676/5.20%**

2.9. Effective date of the reason whereby the entity acquired the right to a certain number of votes assigned to the voting shares (stakes) that constitute the Issuer's authorized capital: **December 21, 2012.**

### 3. Signature

3.1. General Director of RBC OJSC

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(signature)

Sergey Lavrukhin

3.2. Date

December 26, 2012

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