

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	78 Profsoyuznaya St. Moscow 117393
1.4. Issuer's primary state registration number (OGRN)	1057746899572
1.5. Issuer's tax payer identification number (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.e-disclosure.ru/portal/company.aspx?id=24832 (in Russian) www.rbcholding.ru (in Russian) www.rbcholding.com (in English)

2. Contents of the Notice
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting The Board of Directors meeting was attended by 7 out of 9 members of the Board of Directors. The meeting was quorate, and members of the Board of Directors were eligible to adopt resolutions on all items of the agenda.</p> <p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: Election of Chairman of the Company's Board of Directors. Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik. TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – 1. The resolution was passed.</p> <p>On agenda item 2: Election of Deputy Chairman of the Company's Board of Directors. Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova, Alexander Morgulchik – a total of 7 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 7 votes, AGAINST - none, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 3: Election of the Secretary of the Company's Board of Directors: Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova, Alexander Morgulchik – a total of 7 votes. AGAINST: none.</p>

ABSTAINED: none.

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

The resolution was passed.

On agenda item 4:

On independent members of the Company's Board of Directors.

Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes.

AGAINST: none.

ABSTAINED: Alexander Morgulchik.

TOTAL: FOR - 6 votes, AGAINST - none, ABSTAINED – 1.

The resolution was passed.

On agenda item 5:

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

Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST – 1, ABSTAINED – none.

The resolution was passed.

On agenda item 6:

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

Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST – 1, ABSTAINED – none.

The resolution was passed.

On agenda item 7:

Approval of the Company's 2013 budget.

Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST – 1, ABSTAINED – none.

The resolution was passed.

On agenda item 8:

On the Company's development strategy.

Voted FOR: Sergey Lavrukhin, Derk Sauer, Neil Osborn, Valery Senko, Elena Myasnikova, Ekaterina Salnikova – a total of 6 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 6 votes, AGAINST – 1, ABSTAINED – none.

The resolution was passed.

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

On agenda item 1:

To elect Derk Erik Sauer as Chairman of the Company's Board of Directors.

On agenda item 2:

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

On agenda item 3:

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

On agenda item 4:

In accordance with a resolution passed by an Extraordinary General Meeting of RBC OJSC shareholders (Minutes No. 12 dated December 10, 2012) on remuneration and compensation of expenses for members of the Company's Board of Directors in connection with serving on the Company's Board of Directors and in compliance 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 remuneration and compensation of expenses, Board of Directors member Neil Osborn to be recognized as Independent Director of RBC OJSC's Board of Directors.

On agenda item 5:

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

Chairman of the Committee:

Valery Senko

Members of the Committee:

1. Derk Erik Sauer
2. Neil Osborn

On agenda item 6:

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

Chairman of the Committee:

Christophe Francois Charlier

Members of the Committee:

1. Marat Cherkasov;
2. Elena Myasnikova

On agenda item 7:

To approve the Company's 2013 budget in accordance with Schedule 1 to Minutes of the meeting of the Company's Board of Directors.

On agenda item 8:

To approve the Company's development strategy in accordance with Schedule 2 to Minutes of the meeting of the Company's Board of Directors.

2.4. Date of the board of directors (supervisory board) meeting which passed the above-mentioned resolution: **December 17, 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: **December 19, 2012, Minutes No. 52.**

3. Signature

3.1. General Director
RBC OJSC

(signature)

Sergey Lavrukhin

3.2. Date: December 19, 2012

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