

Material Fact Notice
on resolutions passed by the Issuer's general meeting of members (shareholders)

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	http://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

- 2.1. Type of the Issuer's general meeting of participants (shareholders) (annual, extraordinary):
Extraordinary General Meeting of Shareholders (EGM)
- 2.2. Form of the EGM (meeting or absentee voting):
meeting (joint presence of shareholders to discuss items on the agenda and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance of the EGM.
- 2.3. Date and place of the EGM: **December 10, 2012, 78 Profsoyuznaya St. Moscow 117393, RBC OJSC offices.**
- 2.4. Quorum on EGM agenda items:

Agenda item No.	Number of votes held by persons entitled to participate in the general meeting on each agenda item	Number of votes held by persons who participated in the general meeting, on each agenda item		Quorum achieved/not achieved
			%	
1	365,631,010	284,321,669	77.7619	achieved
2 (cumulative voting)	3,290,679,090	2,558,895,021	77.7619	achieved
3	365,631,010	284,321,669	77.7619	achieved

- 2.5. Agenda of the general meeting of the Issuer's members (shareholders)
- 1. On premature termination of powers of members of the Company's Board of Directors.**
 - 2. On election of members of the Company's Board of Directors.**
 - 3. On the remuneration and reimbursements for expenses of members of the Board of Directors of RBC OJSC related to the performance of their obligations as members of the Company's Board of Directors.**

2.6. Motions put to vote and the results of voting of the Issuer's general meeting of participants (shareholders), and the wording of resolutions passed by the Issuer's general meeting of participants (shareholders) on the aforementioned agenda items:

Resolution on agenda item No. 1: To terminate the powers of members of the Company's Board of Directors prematurely.

RESULTS OF THE VOTING:

“FOR”: 234,376,789 votes 82.4337 (%)

“AGAINST”: 42,863,656 votes 15.0758 (%)

“ABSTAINED”: 6,900,000 votes 2.4268 (%)

Uncounted votes

“Did not vote” – 0 votes 0.0000 (%)
“Invalid votes” – 181,224 votes 0.0637 (%)
Total: 284,321,669 votes 100.0000 (%)

PASSED

Resolution on agenda item No. 2: To elect the following people as members of the Company’s Board of Directors:

1. Alexander Morgulchik
2. Derk Erik Sauer
3. Sergey Lavrukhin
4. Christophe François Charlier
5. Yekaterina Salnikova
6. Valery Senko
7. Elena Myasnikova
8. Marat Cherkasov
9. Osborn Neil
10. German Kaplun
11. Pavel Danilov

CUMULATIVE VOTING RESULTS :

Full name of the candidate	“FOR”	% OF THE MEETING PARTICIPANTS
Alexander Morgulchik	331,051,607	12.9373
Derk Erik Sauer	257,358,760	10.0574
Sergey Lavrukhin	256,956,100	10.0417
Christophe François Charlier	256,930,210	10.0407
Yekaterina Salnikova	256,888,570	10.0390
Valery Senko	256,714,610	10.0322
Elena Myasnikova	256,518,569	10.0246
Marat Cherkasov	256,179,439	10.0113
Osborn Neil	255,352,497	9.9790
German Kaplun	167,955,948	6.5636
Pavel Danilov	991,100	0.0387

“**AGAINST ALL CANDIDATES**”: 5,313,600 votes 0.2077 (%)

“**ABSTAINED FROM VOTING ON ALL CANDIDATES**”: 0 votes 0.0000 (%)

Uncounted votes

“Did not vote” – 309,062 голосов 0.0121 (%)
“Invalid votes” – 374,949 голосов 0.0147 (%)
Total: 2,558,895,021 votes 100.0000 (%)

PASSED

3) To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company’s Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the performance of their obligations as members of the Company’s Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;

2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.

RESULTS OF THE VOTING:

“FOR”: 233,373,168 votes 82.0807 (%)

“AGAINST”: 42,615,177 votes 14.9884 (%)

“ABSTAINED”: 6,900,000 votes 2.4268 (%)

Uncounted votes

“Did not vote” – 0 votes 0.0000 (%)

“Invalid votes” – 1,433,324 votes 0.5041 (%)

Total: 284,321,669 votes 100.0000 (%)

PASSED

2.6 Resolutions passed by the general meeting:

1) To terminate the powers of members of the Company's Board of Directors prematurely.

2) To elect the following people as members of the Company's Board of Directors:

1. Alexander Morgulchik
2. Derk Erik Sauer
3. Sergey Lavrukhin
4. Christophe François Charlier
5. Yekaterina Salnikova
6. Valery Senko
7. Elena Myasnikova
8. Marat Cherkasov
9. Osborn Neil
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3) To set the following size of remuneration and reimbursements of documented expenses for members of the Board of Directors of RBC OJSC, who will be recognized by the Company's Board of Directors as Independent Directors in accordance with Clause 2.6 of the Regulations on the Board of Directors of the Company and international corporate governance standards, for the period of the performance of their obligations as members of the Company's Board of Directors, excluding taxes:

1. remuneration in the amount of \$50,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, including quarterly payments;

2. travel expenses (for attending three meetings of the Board of Directors in the form of joint presence) in the amount of \$10,000 (its equivalent in rubles calculated on the basis of the official exchange rate quoted by the Bank of Russia on the date of payment) per year to each board member, but no more than \$3,500 (for attending three meetings of the Board of Directors) each for their attendance at one meeting of the Company's Board of Directors, subject to properly documented confirmation of travel expenses.

2.7. Date and number of the minutes of the general meeting of participants (shareholders): **Minutes No. 12 dated December 10, 2012.**

3. Signature

3.1. General Director

(signature)

Sergey Lavrukhin

3.2. Date

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