

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	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
<p>2.1. Quorum of the Issuer's board of directors (supervisory board) meeting 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 9 out of 9 members of the Board of Directors within the established deadline.</p> <p>2.2. Results of voting on agenda items:</p> <p>On agenda item 1: Adopting a resolution on matters that fall within the scope of powers of a single participant of non-banking lending organization Electronic Payment System (Limited Liability Company). Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn—a total of 9 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none. The resolution was passed.</p> <p>On agenda item 2: On planned amendments to the Articles of Association of Registrar P01 Closed Joint-Stock Company Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn—a total of 9 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none. The resolution was passed.</p>

On agenda item 3:

On planned amendments to the Articles of Association of Regional Network Information Center Closed Joint-Stock Company.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

The resolution was passed.

On agenda item 4:

On planned amendments to the Articles of Association of Centrohost Limited Liability Partnership.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

The resolution was passed.

On agenda item 5:

On planned amendments to the Articles of Association of CONCORD Limited Liability Company.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

The resolution was passed.

On agenda item 6:

On planned amendments to the Articles of Association of Space-Web Closed Joint-Stock Company.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik, Konstantin Babunov, Neil Osborn – a total of 9 votes.

AGAINST: none.

ABSTAINED: none.

TOTAL: FOR - 9 votes, AGAINST - none, ABSTAINED – none.

The resolution was passed.

On agenda item 7:

Determining the size of remuneration payable to the Company's General Director.

Voted **FOR**: Sergey Lavrukhin, Mikhail Sosnovsky, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Konstantin Babunov, Neil Osborn – a total of 8 votes.

AGAINST: Alexander Morgulchik.

ABSTAINED: none.

TOTAL: FOR - 8 votes, AGAINST - one, ABSTAINED – none.

The resolution was passed.

2.3. Contents of the resolutions passed by the Board of Directors:

On agenda item 1:

To pass a resolution on matters that fall within the scope of powers of a single participant of non-banking lending organization Electronic Payment System (Limited Liability Company). (The Company owns 100% of the equity in non-banking lending organization Electronic Payment System (Limited Liability Company)), and instruct the Company's General Director to execute the following resolution:

- To approve the new version (version 1) of the Articles of Association of non-banking lending organization Electronic Payment System (Limited Liability Company) in accordance with Schedule 1 to the minutes of the Board of Directors meeting;
- To instruct the Chairman of the Management Board of non-banking lending organization Electronic Payment System (Limited Liability Company) to take necessary steps to register the new version of the Articles of Association as required by law.

On agenda item 2:

To take under advisement that the Articles of Association of Registrar P01 (the Company indirectly owns 100% of the equity in Registrar P01 CJSC) will be amended due to a change in the company's official address.

On agenda item 3:

To take under advisement that the Articles of Association of Regional Network Information Center Closed Joint-Stock Company (the Company indirectly owns 100% of the equity in Regional Network Information Center Closed Joint-Stock Company) will be amended due to a change in the company's official address and the English wording of this company's name.

On agenda item 4:

To take under advisement that the Articles of Association of Centrohost Limited Liability Partnership (the Company indirectly owns 100% of the equity in Centrohost Limited Liability Partnership) will be amended in order to change the name and registered address of this partnership, and also in order to comply with the applicable laws of the Republic of Kazakhstan.

On agenda item 5:

To take under advisement that the Articles of Association of CONCORD Limited Liability Company (the Company indirectly owns 100% of the equity in CONCORD Limited Liability Company) will be amended due to a change in the company's official address.

On agenda item 6:

To take under advisement that Articles of Association of Space-Web LLC (the Company indirectly owns 25% in the equity of Space-Web LLC) will be amended due to a change in the company's official address.

On agenda item 7:

To pay the Company's General Director remuneration for six months of 2012 amounting to RUB 6,210,000 (Six million two hundred ten thousand).

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolutions were passed: **December 7, 2012.**

2.5. The date on which the minutes of the Issuer's Board of Directors (Supervisory Board) were taken and the number of the minutes: **Minutes 51 dated December 7, 2012.**

3. Signature

3.1. General Director of RBC OJSC

(signature) Sergey Lavrukhin

3.2. Date: December **10, 2012**

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