

Material Fact Notice on motions carried 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. 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 8 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: On inclusion in the list of candidates, put forward by shareholders that own at least 2% of the Company's voting shares, for voting on the election of members of the Company's Board of Directors at the extraordinary general meeting of shareholders. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik – a total of 8 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none. The motion was carried.</p> <p>On agenda item 2: Approval of the form and wording of the ballot sheets and draft resolutions for the extraordinary general meeting of the Company's shareholders. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova, Alexander Morgulchik – a total of 8 votes. AGAINST: none. ABSTAINED: none. TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – none. The motion was carried.</p> <p>On agenda item 3: On determining the price (monetary value) of property to be sold in accordance with a related-party transaction – entering into a supplementary agreement to Agreement No. 120414001 dated June 25, 2012. Voted FOR: Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova – a total of 6 votes. AGAINST: none. ABSTAINED: none. <i>Pursuant to Article 77 Clause 1 of the Federal Law "On Joint Stock Companies" the price (monetary</i></p>	

value) of property is determined by independent directors, who are not interested in entering the transaction (the votes of Sergey Lavrukhin and Alexander Morgulchik were not tallied during the vote on this item).

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

The motion was carried by a majority of independent directors not interested in the Company entering the transaction

On agenda item 4:

On approval of a related-party transaction – entering into a supplementary agreement to Agreement No. 120414001 dated June 25, 2011 between the Company and the Company’s General Director Sergey Lavrukhin – for an amount less than 2% of the Company’s balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval.

Voted FOR: Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Ekaterina Salnikova – a total of 6 votes.

AGAINST: none.

ABSTAINED: none.

Pursuant to Article 83 Clause 3 of the Federal Law “On Joint Stock Companies” the decision approving a related-party transaction is taken by the majority of independent directors, who are not interested in entering this transaction (the votes of Sergey Lavrukhin and Alexander Morgulchik were not tallied during the vote on this item).

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

The motion was carried by a majority of independent directors not interested in the Company entering the transaction

2.3. Contents of the motions carried by the Board of Directors:

On agenda item 1:

To include the following people as candidates, put forward by shareholders that own at least 2% of the Company’s voting shares, for voting on the election of members of the Company’s Board of Directors at the extraordinary general meeting of shareholders:

- Marat Cherkasov
- Derk Erik Sauer
- Neil Osborn
- Elena Myasnikova
- Sergey Lavrukhin
- Ekaterina Salnikova
- Valery Senko
- Christophe François Charlier
- Pavel Danilov
- Alexander Morgulchik
- German Kaplun

On agenda item 2:

To approve the form and wording of the ballot sheets and draft resolutions for the extraordinary general meeting of the Company’s shareholders in accordance with Schedule 1 to Minutes of the Board of Directors meeting.

On agenda item 3:

To determine the price (monetary value) of property (monetary funds denominated in rubles) to be sold by the Company in accordance with a related-party transaction - entering into a supplementary agreement to Agreement No. 120414001 dated June 25, 2012 – in the amount specified in Clause 1 of the Supplementary Agreement to Agreement No. 120414001 dated June 25, 2012 (Schedule 2 to Minutes of the Board of Directors meeting), which is less than 2% of the Company’s balance sheet value determined on the basis of the financial statement as of the last reporting date.

On agenda item 4:

1. To approve a related-party transaction – entering into a supplementary agreement to Agreement No. 120414001 dated June 25, 2011 between the Company and the Company’s General Director Sergey

Lavrukhin – for an amount less than 2% of the Company’s balance sheet value, determined on the basis of the financial statement as of the last reporting date preceding the adoption of a resolution on its approval, in accordance with the material terms set forth in Schedule 2 to Minutes of the Board of Directors meeting.

2. To empower Chairman of the Company’s Board of Directors Valery Senko to sign the Supplementary Agreement to Agreement No. 120414001 dated June 25, 2012 with Sergey Lavrukhin on behalf of the Company.

2.4. The date of the meeting of the Issuer’s Board of Directors (Supervisory Board) at which the relevant resolutions were passed: **November 15, 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 50 dated November 15, 2012.**

3. Signature

3.1. Position of the Issuer’s authorized representative

(Signature)

Sergey Lavrukhin

3.2. Date: November 15, 2012

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