

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 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.rbcholding.com

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: On agenda item 1: To pass a resolution on the acquisition by the Company of an equity stake in other organization. Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik, a total of 1 vote TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote. The resolution was passed. On agenda item 2: To set the price (monetary value) of the related-party transaction, conclusion of a loan agreement between the Company (Borrower) and Onexim Holdings Limited (Lender). Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik, a total of 1 vote TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote. The resolution was passed. On agenda item 3: To approve the related-party transaction, conclusion of a loan agreement between the Company (Borrower) and Onexim Holdings Limited (Lender). Voted FOR: Sergey Lavrukhin, Mikhail Sosnovsky, Neil Osborn, Michael Hammond, Christophe Charlier, Valery Senko, Konstantin Babunov, Ekaterina Salnikova – a total of 8 votes. AGAINST: none. ABSTAINED: Alexander Morgulchik, a total of 1 vote TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote.</p>

The resolution was passed.

On agenda item 4:

On amending the charter of Media Mir LLC.

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

AGAINST: none.

ABSTAINED: Alexander Morgulchik, a total of 1 vote

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote.

The resolution was passed.

On agenda item 5:

On amending the charter of Concord LLC.

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

AGAINST: none.

ABSTAINED: Alexander Morgulchik, a total of 1 vote

TOTAL: FOR - 8 votes, AGAINST - none, ABSTAINED – 1 vote.

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 the acquisition by the Company of an equity stake in RBK Money ITC LLC (OGRN 1127746420450) on the following terms:

- Buyer: the Company;
- Vendor: Sergey Baryshnikov;
- Nominal value of the interest to be acquired: RUB 9,900 (nine thousand nine hundred), which amounts to 99% of charter capital;
- Price at which the interest will be acquired (transaction price): RUB 9,900 (nine thousand nine hundred);

The related-party transaction put to approval is not a major transaction for the Company.

On agenda item 2:

To set the price (monetary value) of the related-party transaction, conclusion of a loan agreement between the Company (Borrower) and Onexim Holdings Limited (Lender) at USD 2,000,000 (two million).

On agenda item 3:

To approve the related-party transaction, conclusion of a loan agreement between the Company (Borrower) and Onexim Holdings Limited (Lender), on the following terms:

- Borrower: RBC OJSC;
- Lender: Onexim Holdings Limited;
- Loan amount: USD 2,000,000 (two million);
- Loan interest rate: 10%;
- Repayment date: no later than March 25, 2013.

On agenda item 4:

To take under advisement information about the planned amendment of Media Mir LLC's charter in connection with the closure of Media Mir LLC's branches in the cities of Tver and Novgorod. (The Company indirectly holds a 100% interest in Media Mir LLC).

On agenda item 5:

To take under advisement information about the planned amendment of Concord LLC's charter in connection with the increase in the charter capital and change of name in the English language. (The Company indirectly owns a 100% interest in Concord LLC).

2.4. The date of the meeting of the Issuer's Board of Directors (Supervisory Board) at which the relevant resolutions were passed: **October 9, 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 48 dated October 12, 2012.**

3. Signature

3.1. General Director of RBC OJSC _____ Sergey Lavrukhin
(signature)

3.2. Date: October 12, 2012 Seal