

DRAFT RESOLUTIONS TO BE PASSED BY THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF RBC OJSC

Agenda item 1. Approval of the Regulations on the Company's General Meeting of Shareholders.

Draft resolution: To approve the Regulations on the Company's General Meeting of Shareholders.

Agenda item 2. Approval of the Regulations on the Company's Board of Directors.

Draft resolution: To approve the Regulations on the Company's Board of Directors.

Agenda item 3. Approval of the Regulations on the Company's Audit and Compliance Committee.

Draft resolution: To approve the Regulations on the Company's Audit and Compliance Committee.

Agenda item 4. Approval of the new version of the Company's Articles of Association (version No. 8).

Draft resolution: To approve the new version of the Company's Articles of Association (version No. 8).

Agenda item 5. Approval of the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.

Draft resolution: To approve the Company's annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2014 results.

Agenda item 6. Distribution of the Company's profit and losses based on 2014 results, including the payout of dividends on the Company's shares for 2014.

Draft resolution:

1. Not to distribute profit and losses of the Company based on 2014 results.
2. Not to pay out dividends on the Company's ordinary shares for 2014.

Agenda item 7. Approval of the Company's auditor.

Draft resolution: To approve Grant Thornton CJSC as RBC OJSC's auditor for 2015.

Agenda item 8. Election of members of the Audit and Compliance Committee of the Company.

Draft resolution: To determine that the Company's Audit and Compliance Committee shall consist of three members. To elect the following members to the Company's

Audit and Compliance Committee:

- 1.
- 2.
- 3.

Candidates for the election to the Audit and Compliance Committee:

1. Marina Risukhina
2. Alexandra Filippenko
3. Olga Chernova

Agenda item 9. Election of members of the Board of Directors of the Company.

Draft resolution: To elect the following members to the Company's Board of Directors:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.

Candidates for the election to the Company's Board of Directors:

1. Derk Erik Sauer
2. Elena Myasnikova
3. Ekaterina Salnikova
4. Valery Senko
5. Nikolay Molibog
6. Anastasiya Maksimova
7. Alexander Lyubimov
8. Pavel Danilov
9. Sergey Podsypanin
10. Andrey Kononov
11. Natalia Sharshova.