

**Material Fact Notice on  
“Information on resolutions adopted by general meetings of shareholders”**

1. General Information	
1.1. Issuer’s full corporate name (name of non-profit organization)	<i>RBC Open Joint-Stock Company</i>
1.2. Issuer’s short corporate name	<i>RBC OJSC</i>
1.3. Issuer’s address	<i>78 Profsoyuznaya St. Moscow 117393</i>
1.4. Issuer’s primary state registration number (OGRN)	<i>1057746899572</i>
1.5. Issuer’s taxpayer ID	<i>7728547955</i>
1.6. Issuer’s unique code assigned by the registration authority	<i>56413-N</i>
1.7. Address of the website used by the Issuer to disclose information	<i>http://www.rbcholding.com</i>

2. Contents of the notice				
2.1. Type of General Meeting (annual, extraordinary): <b>Annual General Meeting of Shareholders (AGM).</b>				
2.2. Form of the AGM: <b>meeting (joint presence of shareholders to discuss items on the agenda of the AGM and to adopt resolutions on motions put to vote) with ballot sheets distributed in advance.</b>				
2.3. Date and place of the AGM: <b>June 29, 2011; 78 Profsoyuznaya Street, Moscow 117393, RBC OJSC offices.</b>				
2.4. Quorum on AGM agenda items:				
Agenda item No.	Number of votes held by persons entitled to participate in the annual general meeting on each agenda item	Number of votes held by persons who participated in the AGM, on each agenda item		Quorum achieved / not achieved
			%	
1	318,890,625	232,797,711	73.0024	1
2	318,890,625	232,797,711	73.0024	2
3	318,890,625	232,797,711	73.0024	3
4	318,890,625	232,797,711	73.0024	4
5	318,890,625	232,797,711	73.0024	5
6 (cumulative voting)	2,870,015,625	2,095,179,399	73.0024	6 (cumulative voting)
7	318,890,625	232,797,711	73.0024	7
8	318,890,625	232,797,711	73.0024	8
9	318,890,625	232,797,711	73.0024	9
10	318,890,625	232,797,711	73.0024	10
2.5. Motions put to vote and the results of voting:				
<i>1) Approval of the Company’s annual report, annual financial statement, including the income statement (profit and loss accounts), as well as the allocation of the Company’s profits and losses based on 2010 results.</i>				
<b>RESULTS OF THE VOTING:</b>				
<b>“FOR»: 232,797,711 votes 73.0024 (%)</b>				

**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**2) Not to distribute profit and losses of the Company based on 2010 results, including not to pay out dividends on the Company’s shares for 2010.**

**RESULTS OF THE VOTING:**

**“FOR”:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**3) To approve Grant Thornton as RBC OJSC’s 2011 auditor.**

**RESULTS OF THE VOTING:**

**“FOR»:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**4) To determine the size of the company’s Audit and Compliance Committee - three people.**

**RESULTS OF THE VOTING:**

**“FOR»:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**5) To elect the following members to the Audit and Compliance Committee of the Company:**

**1. Andrey Kononov**

**RESULTS OF THE VOTING:**

**“FOR»:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**2. Marina Risukhina**

**RESULTS OF THE VOTING:**

**“FOR»:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**3. Olga Chernova**

**RESULTS OF THE VOTING:**

**“FOR»:** 232,797,711 votes 73.0024 (%)  
**“AGAINST”:** 0  
**“ABSTAINED”:** 0

**6) To elect the following people as members of the Board of Directors of the Company:**

- Sergey Lavrukhin
- Alexander Morgulchik
- Vladimir Pakhomov
- Valery Senko
- Christophe Charlier
- Anton Kiryukhin
- Michael Hammond
- Neil Osborn
- Ekaterina Salnikova

**RESULTS OF CUMULATIVE VOTING:**

Candidate's name	"FOR"
Sergey Lavrukhin	245,430,786
Alexander Morgulchik	245,431,723
Vladimir Pakhomov	245,430,786
Valery Senko	245,430,786
Christophe Charlier	245,430,786
Anton Kiryukhin	245,430,786
Neil Osborn	187,681,467
Michael Hammond	187,681,467
Ekaterina Salnikova	245,430,786

"AGAINST ALL CANDIDATES": 0

"ABSTAINED FROM VOTING ON ALL CANDIDATES": 0

*7) 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»: 232,797,711 votes 73.0024 (%)

"AGAINST": 0

"ABSTAINED": 0

*8) To approve a new version of the Regulations on the General Meeting of Shareholders.*

**RESULTS OF THE VOTING:**

"FOR»: 232,797,711 votes 73.0024 (%)

"AGAINST": 0

"ABSTAINED": 0

*9) To approve a new version of the Regulations on the Board of Directors of RBC OJSC.*

**RESULTS OF THE VOTING:**

"FOR»: 232,797,711 votes 73.0024 (%)

"AGAINST": 0

"ABSTAINED": 0

*10) To approve a new version of the Regulations on the Audit and Compliance Committee.*

**RESULTS OF THE VOTING:**

**“FOR»: 232,797,711 votes 73.0024 (%)**

**“AGAINST”: 0**

**“ABSTAINED”: 0**

2.6 Resolutions adopted by the AGM:

**1) To approve the Company’s annual report, annual financial statement, including the income statement (profit and loss accounts) based on 2010 results.**

**2) Not to distribute profit and losses of the Company based on 2010 results, including not to pay out dividends on the Company’s shares for 2010.**

**3) To approve Grant Thornton as RBC OJSC’s 2011 auditor.**

**4) To determine the size of the company’s Audit and Compliance Committee - three people.**

**5) To elect the following people as members to the Audit and Compliance Committee of the Company:**

- 1. Andrey Kononov**
- 2. Marina Risukhina**
- 3. Olga Chernova**

**6) To elect the following people as members of the Board of Directors of the Company:**

- 1. Sergey Lavrukhin**
- 2. Alexander Morgulchik**
- 3. Vladimir Pakhomov**
- 4. Valery Senko**
- 5. Christophe Charlier**
- 6. Anton Kiryukhin**
- 7. Michael Hammond**
- 8. Neil Osborn**
- 9. Ekaterina Salnikova**

**7) To set the following size of remuneration and reimbursements of documented expenses formembers 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.**

**8) To approve a new version of the Regulations on the General Meeting of Shareholders.**

**9) To approve a new version of the Regulations on the Board of Directors of RBC OJSC.**

**10) To approve a new version of the Regulations on the Audit and Compliance Committee.**

2.7. Date of the minutes of the AGM: **July 1, 2011.**

**3. Signature**

3.1. General Director

German Kaplun

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(signature)

3.2. Date: \_\_\_\_ July 1, \_\_\_\_ 20 11

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