

**Material fact notice
on certain resolutions adopted by the issuer's
Board of Directors (Supervisory Council)**

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>www.rbcholding.com</i>

2. Contents of the notice	
<p>Information on certain resolutions adopted by the issuer's Board of Directors (Supervisory Council):</p> <p>:</p> <p>A quorum was reached at the meeting of the issuer's Board of Directors (Supervisory Council):</p> <p><i>According to Article 68 of the Federal Law No. 208-FZ "On Joint-Stock Companies" the meeting of the Board of Directors is quorate, and the Board of Directors is eligible to adopt resolutions on all items on the agenda. The Company received completed ballot sheets from 9 out of 9 members of the Board of Directors within the specified deadline.</i></p> <p>RESULTS OF THE VOTING:</p> <p>The following members voted "FOR": Sergey Lavrukhin, Vladimir Pakhomov, Ekaterina Salnikova, Christophe Charlier, Alexander Morgulchik, Neil Osborn, Michael Hammond, Valery Senko, and Anton Kiryukhin, a total of 9 votes.</p> <p>"AGAINST": none.</p> <p>"ABSTAINED": none.</p> <p>Total: "FOR" - 9 votes, "AGAINST" – none, "ABSTAINED" – none.</p> <p>The resolution was adopted unanimously.</p> <p>Contents of the resolutions::</p> <p>1. To determine the price of assets purchased in a related party transaction involving an increase in the Company's equity position in RBC Media LLC (OGRN 1057748548868) by purchasing a participatory interest in the authorized capital of RBC Media LLC at RUB 25,000,000 (Twenty five million).</p> <p>2. To approve the related party transaction involving an increase in the Company's equity position in RBC Media LLC (OGRN 1057748548868) by purchasing a participatory interest in the authorized capital of RBC Media LLC on the following terms:</p> <p>The Vendor: Nashi Dengi Publishing House LLC (OGRN 1087746084315);</p> <p>The Purchaser: the Company;</p> <p>Nominal value of participatory interest subject to purchase: RUB 7,650,000 (Seven million six hundred and fifty thousand);</p> <p>Size of participatory interest subject to purchase: 51% (fifty one percent);</p> <p>Cost of participatory interest subject to purchase (price of the transaction): RUB 25,000,000 (twenty five million).</p>	

The transaction subject to approval is not a major transaction for the Company.

3. To approve Regulations on Insider Information.

Date of the Board of Directors (Supervisory Council) meeting at which the respective decision was adopted: **December 13, 2011.**

Date and number of the minutes of the meeting of the joint-stock company's Board of Directors (Supervisory Council) meeting at which the respective decisions were adopted: **Minutes No. 32 dated December 13, 2011.**

3. Signature		
3.1. Position of the Issuer's authorized representative	_____ (signature)	German Kaplun
3.2. Date: December 13, 2011	Seal	