

APPROVED
by the Board of Directors
of OAO RBC Information Systems
Board Chairman

_____/German Kaplun

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING OF OAO RBC INFORMATION SYSTEMS**

1. To approve the plan of divesting the IT-business from the RBC group of companies put forward by the Board of Directors of OAO RBC Information Systems.
 - 2.1. To approve the sale of 500,000 (Five hundred thousand) common registered shares in OAO Armada with a par value of 1 (One) ruble each and a total value of 500,000 (Five hundred thousand) rubles, which amounts to 5% of the authorized capital of OAO Armada, by OAO RBC Information Systems to Closed Joint-Stock Company RBC Engineering. The beneficial owner in the transaction is the seller, OAO RBC Information Systems.
 - 2.2. To approve the transfer of 100 (One hundred) common registered shares in CJSC RBC SOFT with a par value of 100 (One hundred) rubles each, which amounts to 100% of the authorized capital of CJSC RBC SOFT, by Open Joint-Stock Company RBC Information Systems to Open Joint-Stock Company Armada without consideration.
 - 2.3. To approve the transfer of a 100% stake of the authorized capital of LLC RBC Center with a par value of 8,400 (Eight thousand four hundred) rubles, by Open Joint-Stock Company RBC Information Systems to Open Joint-Stock Company Armada without consideration.
 - 2.4. To approve the sale of a 51% stake of the authorized capital of LLC HELIOS COMPUTER with a par value of 1,180,548 (One million one hundred and eighty thousand five hundred and forty eight) rubles by CJSC RBC Engineering to Open Joint-Stock Company Armada for 4,730,250 (Four million seven hundred and thirty thousand two hundred and fifty) rubles. The beneficial owner in the transaction is the seller, CJSC RBC Engineering.
 - 2.5. To approve the sale of 990 (Nine hundred and ninety) common registered shares in CJSC RBC Engineering with a par value of 10 (Ten) rubles each and a total value of 9,900 (Nine thousand nine hundred) rubles, which amounts to 99% of the authorized capital of CJSC RBC Engineering, by CJSC RBC HOLDING to Open Joint-Stock Company Armada for 5,002,202.70 (Five million two thousand two hundred and two 70/100) rubles. The beneficial owner in the transaction is the seller, CJSC RBC HOLDING.
 - 2.6. To approve the sale of 10 (Ten) common registered shares in CJSC RBC Engineering with a par value of 10 (Ten) rubles each and a total value of 100 (One hundred) rubles, which amounts to 1% of the authorized capital of CJSC RBC Engineering, by LLC RBC Center to Open Joint-Stock Company Armada for 50,527.30 (Fifty thousand five hundred and twenty seven 30/100) rubles. The beneficial owner in the transaction is the seller, LLC RBC Center.
 - 2.7. To approve the related-party sale of 1,072,592 (One million seventy-two thousand five hundred and ninety two) common registered shares in OAO Armada at the price of 6.69 rubles each with a total value of 7,175,640 (Seven million one hundred and seventy five thousand six hundred and forty) rubles 48 kopecks by OAO RBC Information Systems to member of the

Board of Directors German Kaplun. The beneficial owner in the transaction is the seller, OAO RBC Information Systems.

2.8. To approve the related-party sale of 1,089,960 (One million eighty nine thousand nine hundred and sixty) common registered shares in OAO Armada at the price of 6.69 rubles each with a total value of 7,291,832 (Seven million two hundred and ninety one thousand eight hundred and thirty two) rubles 40 kopecks by OAO RBC Information Systems to member of the Board of Directors Alexander Morgulchik. The beneficial owner in the transaction is the seller, OAO RBC Information Systems.

2.9. To approve the related-party sale of 959,304 (Nine hundred and fifty nine thousand three hundred and four) common registered shares in OAO Armada at the price of 6.69 rubles each with a total value of 6,417,743 (Six million four hundred and seventeen thousand seven hundred and forty three) rubles 76 kopecks by OAO RBC Information Systems to member of the Board of Directors Dmitry Belik. The beneficial owner in the transaction is the seller, OAO RBC Information Systems.

2.10. To approve the related-party sale of 68,620 (Sixty eight thousand six hundred and twenty) common registered shares in OAO Armada at the price of 6.69 rubles each with a total value of 459,067 (Four hundred fifty nine thousand sixty seven) rubles 80 kopecks by OAO RBC Information Systems to member of the Board of Directors Sergei Lukin. The beneficial owner in the transaction is the seller, OAO RBC Information Systems.