

## REPORT

### On the results of voting by the members of the annual general shareholders meeting of the Open Joint-Stock Company RBC Information Systems (hereinafter referred to as 'the Company')

The Company's registered office address: 75/9 Leninsky Prospekt, Moscow 119261  
Location of the annual general meeting: Rublyovsky Hall, Marriot Grand Hotel, 26 Tverskaya St., Moscow

Date of the meeting: June 29, 2006

Form of the meeting: joint attendance of shareholders with voting ballots distributed in advance.

Chairman of the General Meeting: German V. Kaplun

Secretary of the General Meeting: Ekaterina V. Melnikova

The functions of the vote counting commission were carried out by the Company's Registrar – ZAO IRKOL, represented by Nina A. Trifonova, in accordance with the Federal Law "On Joint-Stock Companies" No. 120-FZ.

#### Agenda of the meeting:

1. Approval of the Company's annual report; annual accounting statements, including a profit and loss statement (profit and loss accounts); as well as allocation of the Company's profits and losses for 2005 among shareholders.
2. Approval of the new edition of the Articles of Association of the Company.
3. Election of the Audit and Compliance Commission of the Company.
4. Approval of the Auditor of the Company.
5. Approval of related-party transactions.
6. Election of the Board of Directors of the Company.

#### Quorum for items on the agenda of the general meeting:

Items on the agenda of the general meeting	Number of votes that belong to persons entitled to participate in the general meeting as of 12 May 2006.	Number of votes that belong to persons who participated in the general meeting		Quorum
			%	
1	119,259,370	93,523,863	78.42	present
2	119,259,370	93,523,863	78.42	present
3	71,560,688	45,825,182	64.04	present
4	119,259,370	93,523,863	78.42	present
5.1	71,560,688	45,825,182	64.04	present
5.2	71,560,688	45,825,182	64.04	present
5.3	71,560,688	45,825,182	64.04	present
5.4	71,560,688	45,825,182	64.04	present
5.5	71,560,688	45,825,182	64.04	present
5.6	71,560,688	45,825,182	64.04	present
5.7	71,560,688	45,825,182	64.04	present
5.8	71,560,688	45,825,182	64.04	present
5.9	71,560,688	45,825,182	64.04	present
5.10	71,560,688	45,825,182	64.04	present
5.11	71,560,688	45,825,182	64.04	present
5.12	71,560,688	45,825,182	64.04	present
5.13	71,560,688	45,825,182	64.04	present
5.14	71,560,688	45,825,182	64.04	present
5.15	71,560,688	45,825,182	64.04	present
6	1,073,334,330	841,714,767	78.42	present

The following decisions were made on items put to the vote.

**Item: 1. To approve the annual report and annual accounting statements, including a profit and loss statement (profit and loss accounts) by the Company.**

**Not to pay dividends for 2005. To allocate the Company's net profit to cover previous losses.**

Voting results

	Number of votes	Percentage of votes cast
«FOR»	93,412,878	99.8813
«AGAINST»	110,984	0.1187
«ABSTAINED»	0	0

DECISION PASSED

**Item: 2. To approve the new edition of the Articles of Association of the Company.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	84,283,731	90.12
«AGAINST»	8,997,436	9.6205
«ABSTAINED»	242,695	0.2595

DECISION PASSED

**Item: 3. To elect the following candidates to the Audit and Compliance Committee of the Company:**

**1. Alexandra S. Savchenko.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	43,979,596	95.9726
«AGAINST»	0	0
«ABSTAINED»	1,845,585	4.0274

CANDIDATE APPROVED

**2. Tatyana A. Knyazeva.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	43,979,596	95.9726
«AGAINST»	0	0
«ABSTAINED»	1,845,585	4.0274

CANDIDATE APPROVED

**3. Elena G. Ashitko.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	43,979,596	95.9726
«AGAINST»	0	0
«ABSTAINED»	1,845,585	4.0274

CANDIDATE APPROVED

The shares held by Board Members and persons from the Company's managerial bodies are not eligible to participate in the election of the Audit and Compliance Committee of the Company, in accordance with Paragraph 6 of Article 85 of the Federal Law "On Joint-Stock Companies."

The total number of shares voted: 71,560,688.

DECISION PASSED

**Item: 4. Approval of the Auditor of the Company.**

**1. To approve the auditing company KPMG Limited for international audit.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	93,151,689	99.6021
«AGAINST»	0	0
«ABSTAINED»	113,984	0.1219

CANDIDATE APPROVED

**2. To approve OOO Online Audit for auditing under Russian standards.** Voting results.

	Number of votes	Percentage of votes cast
«FOR»	93,151,578	99.6019
«AGAINST»	111	0.0001
«ABSTAINED»	113,984	0.1219

CANDIDATE APPROVED  
DECISION PASSED

Item: 5. Approval of related-party transactions.

**1. To approve a loan of 160,000 (one hundred and sixty thousand) rubles from the Company to the Autonomous Non-Profit Organization, 'The Organizing Committee of the Brand of the Year Award', at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**2. To approve a loan of 697,000 (six hundred and ninety seven thousand) rubles from the Company to OOO MERKOT, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**3. To approve a loan of 720,000 (seven hundred and twenty thousand) rubles from the Company to OOO MERKOT, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**4. To approve a loan of 6,500 (six thousand five hundred) rubles from the Company to the 'National Award Committee' Autonomous Non-Profit Organization, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**5. To approve a loan of 240,000,000 (two hundred and forty million) rubles from the Company to ZAO RBC HOLDING, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**6. To approve a loan of 154,000,000 (one hundred and fifty four million) rubles from the Company to its subsidiary ZAO RBC HOLDING, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**7. To approve a loan of 400,000 (four hundred thousand) rubles from the Company to OOO RBC Pro, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**8. To approve a loan of 1,300,000 (One million three hundred thousand) rubles from the Company to OOO RBC Pro, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**9. To approve a loan of 300,000 (three hundred thousand) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**10. To approve a loan of 11,000,000 (eleven million) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**11. To approve a loan of 3,000,000 (three million) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**12. To approve a loan of 10,000,000 (ten million) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**13. To approve a loan of 12,000,000 (twelve million) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**14. To approve a loan of 5,000,000 (five million) rubles from the Company to OOO SMTP Press, at an annual interest rate of 6% (six percent). The beneficiary is the lender, OAO RBC Information Systems. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

**15. To approve transactions that may be performed in future in the normal course of the Company's business between the Company and 1) ZAO RBC TV to the amount of 300,000,000 (three hundred million) rubles; 2) ZAO RBC SOFT to the amount of 300,000,000 (three hundred million) rubles; 3) ZAO RBC HOLDING to the amount of 300,000,000 (three hundred million) rubles; 4) ZAO RosBusinessConsulting to the amount of 300,000,000 (three hundred million) rubles; 5) OOO RBC Center to the amount of 300,000,000 (three hundred million) rubles; 6) RBC Investments (Cyprus) Ltd. to the amount of 400,000,000 (four hundred million) rubles; 7) OOO RBC Reklama to the amount of 300,000,000 (three hundred million) rubles; 8) OOO RBC TV Production to the amount of 300,000,000 (three hundred million) rubles; 9) OOO RBC Publishing to the amount of 300,000,000 (three hundred million) rubles; 10) ZAO RBC Engineering to the amount of 300,000,000 (three hundred million) rubles; 11) OOO SMTP Press to the amount of 300,000,000 (three hundred million) rubles; 12) OOO RBC Pro to the amount of 300,000,000 (three hundred million) rubles; 13) OOO MERKOT to the amount of 300,000,000 (three hundred million) rubles; 14) ZAO Politics, Economics and Marketing Information and Research Center to the amount of 300,000,000 (three hundred million) rubles; 15) The Autonomous Non-Profit Organization 'Organizing Committee of the Brand of the Year Award' to the amount of 300,000,000 (three hundred million) rubles; 16) The Autonomous Non-Profit Organization 'National Award Committee' to the amount of 300,000,000 (three hundred million) rubles. Voting results.**

	Number of votes	Percentage of votes cast
«FOR»	45,657,368	63.8023
«AGAINST»	0	0
«ABSTAINED»	167,802	0.2345

TRANSACTION APPROVED

Number of votes held by shareholders included in the list of persons entitled to participate in the general meeting, who are not related parties in the transactions – 71,560,688.

Number of votes held by persons who are not related parties in the transactions, and who were present at the general meeting: 45,825,182.

DECISION PASSED

Question: **6. To elect the following candidates to the Board of Directors:**

**1. Alexander M. Morgulchik.** Voting results.

Number of votes cast for the candidate: **85,604,501.**

**2. German V. Kaplun.** Voting results.

Number of votes cast for the candidate: **84,848,644.**

**3. Hans-Joerg Rudloff.** Voting results.

Number of votes cast for the candidate: **77,461,440.**

**4. Dmitry G. Belik.** Voting results.

Number of votes cast for the candidate: **77,191,440.**

**5. Sergey Yu. Lukin.** Voting results.

Number of votes cast for the candidate: **77,191,440.**

**6. Yury A. Rovensky.** Voting results.

Number of votes for the candidate: **77,191,440.**

**7. Artyom V. Inutin.** Voting results.

Number of votes for the candidate: **77,191,440.**

**8. Neil Osborn.** Voting results.

Number of votes cast for the candidate: **77,191,440.**

**9. Michael Hammond.** Voting results.

Number of votes cast for the candidate: **77,191,440.**

*Number of votes against all candidates: 0 (0.0%)*

*Number of “abstained” votes relating to all candidates: 214,362 (0.0255%)*

*Number of votes not distributed between the nominated candidates: 126 279 180 (15.0026%)*

*The Board of Directors is elected by cumulative voting.*

*The nine candidates who received the largest number of votes from the holders of voting shares were elected to the Board of Directors.*

The following candidates have been elected to the Board of Directors:

- 1. German V. Kaplun**
- 2. Alexander M. Morgulchik**
- 3. Dmitry G. Belik**
- 4. Sergey Yu. Lukin**
- 5. Yury A. Rovensky**
- 6. Artyom V. Inutin**
- 7. Hans-Joerg Rudloff**
- 8. Neil Osborn**
- 9. Michael Hammond**

Chairman of the General Meeting

German V. Kaplun

Secretary of the General Meeting

Ekaterina V. Melnikova