

«APPROVED»
By the Board of Directors
OAo RBC Information Systems
Chairman of the Board of Directors

_____/G.V. Kaplun

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF OAO RBC
INFORMATION SYSTEMS**

1. To approve 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 2006 among shareholders. Not to pay dividends for 2005. To allocate the Company's net profit for covering previous losses.
2. To approve a new edition of the Articles of Association of the Company.
3. To elect to the Audit and Compliance Commission of the Company:
 1. Tatyana Yurovskih
 2. Tatyana Knyazeva
 3. Elena Ashitko
4. Approve as the Auditor:
 1. Auditing company KPMG Limited for international auditing.
 2. OOO Online Audit for auditing under Russian standards.
5. To approve a material transaction of OAO RBC Information Systems granting guaranty of credit obligations of sub-company, approved by Board of Directors with regard to up to date return of a debt and interest payment. Maximum amount of contract of guarantee comprises 150 000 000, 00 (One hundred fifty million) US dollars. Guarantee is granted for the whole time of performance of credit obligations (up to 3 (three) years).
6. To approve transactions that may be concluded in future in the normal course of the Company's business between the Company and 1) ZAO RBC-TV in the amount of 500,000,000 (five hundred million) rubles; 2) OAO ARMADA in the amount of 500,000,000 (five hundred million) rubles; 3) ZAO RBC HOLDING in the amount of 300,000,000 (three hundred million) rubles; 4) ZAO ROSBUSINESSCONSULTING in the amount of 500,000,000 (five hundred million) rubles; 5) OOO IPK Media Production in the amount of 500,000,000 (five hundred million) rubles; 6) OOO MEDIALAND.RU in the amount of 100,000,000 (one hundred million) rubles; 7) OOO RBC-Reklama in the amount of 200,000,000 (two hundred million) rubles; 8) Autonomous Non-Profit Organization Steering Committee of the Brand of the Year Award in the amount of 50,000,000 (fifty million) rubles; 9) OOO Company of the Year in the amount of 50,000,000 (fifty million) rubles; 10) ZAO RBC-Engineering in the amount of 500,000,000 (five hundred million) rubles; 11) OOO SMTP Press in the amount of 300,000,000 (three hundred million) rubles; 12) OOO RBC-Pro in the amount of 300,000 (three hundred thousand) rubles; 13) OOO RBC Media in the amount of 500,000,000 (five hundred million) rubles; 14) ZAO The Best Brand in the amount of 50,000,000 (fifty million) rubles; 15) LTD National Award for the Brand Excellence "Top of Trust" in the amount of 50,000,000 (fifty million) rubles; 16) OOO Business Press in the amount of 300,000,000 (three hundred million) rubles; 17) ZAO RBC-TV Moscow in the amount of 300,000,000 (three hundred million) rubles; 18) OOO TVR Production in the amount of 300,000,000 (three hundred million) rubles; 19) RBC INFORMATION SYSTEMS (EUROPE) N.V. in the amount of 15,000,000 (fifteen million) rubles; 20) OOO Media Mir in the amount of 300,000,000 (three hundred million) rubles; 21) OOO MediaDesign in the amount of 50,000,000 (fifty million) rubles;

22) Autonomous Non-Profit Organization National Award Committee in the amount of 50,000,000 (fifty million) rubles.

7. To elect to the Company's 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