

«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 SHAREHOLDERS 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 2005 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. Alexandra Savchenko
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 loan of 160,000 (one hundred sixty thousand) rubles from the Company to the Autonomous Non-Profit Organization Steering Committee of the Brand of the Year Award, at an annual interest rate of 6% (six percent). Beneficiary is the lender, OAo RBC Information Systems.

To approve a loan of 697,000 (Six hundred ninety seven thousand) rubles from the Company to OOO MERKOT, at an annual interest rate of 6% (six percent). Beneficiary is the lender, OAo RBC Information Systems.

To approve a loan of 720,000 (Seven hundred twenty thousand) rubles from the Company to OOO MERKOT, at an annual interest rate of 6% (six percent). Beneficiary is the lender, OAo RBC Information Systems.

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). Beneficiary is the lender, OAo RBC Information Systems.

To approve a loan of 240,000,000 (two hundred forty million) rubles from the Company to ZAO RBC HOLDING, at an annual interest rate of 6% (six percent). Beneficiary is the lender, OAo RBC Information Systems.

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

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). Beneficiary is the lender, OAo RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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). Beneficiary is the lender, OAO RBC Information Systems.

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 300,000,000 (three hundred million) rubles; 2) ZAO RBC SOFT in the amount of 300,000,000 (three 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 300,000,000 (three hundred million) rubles; 5) OOO RBC Center in the amount of 300,000,000 (three hundred million) rubles; 6) RBC Investments (Cyprus) Ltd. in the amount of 400,000,000 (four hundred million) rubles; 7) OOO RBC Reklama in the amount of 300,000,000 (three hundred million) rubles; 8) OOO RBC TV Production in the amount of 300,000,000 (three hundred million) rubles; 9) OOO RBC Publishing in the amount of 300,000,000 (three hundred million) rubles; 10) ZAO RBC Engineering in the amount of 300,000,000 (three 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 300,000,000 (three hundred million) rubles; 13) OOO MERKOT in the amount of 300,000,000 (three hundred million) rubles; 14) ZAO Information and Research Center "Politics, Economy and Marketing" in the amount of 300,000,000 (three hundred million) rubles; 15) Autonomous Non-Profit Organization Steering Committee of the Brand of the Year Award in the amount of 300,000,000 (three hundred million) rubles; 16) Autonomous Non-Profit Organization National Award Committee in the amount of 300,000,000 (three hundred million) rubles.

6. 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