

**DRAFT RESOLUTIONS**  
**of the annual (2016 results) General Shareholders Meeting of the Company,**  
**of Rosneft held on June 22, 2017**

First item of the Agenda:

**Approval of the Company Annual Report.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda:*  
*shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the first item of the Agenda:

**To approve Rosneft Annual Report for 2016.**

Second item of the Agenda:

**Approval of the Company annual accounting (financial) statements.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda:*  
*shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the second item of the Agenda:

**To approve Rosneft annual accounting (financial) statements for 2016.**

Third item of the Agenda:

**Approval of the Company profit distribution based on the 2016 results.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda:*  
*shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the third item of the Agenda:

**To approve the following distribution of the Rosneft profit based on results for the fiscal year 2016:**

	mln. rubles
<b>Revenue</b>	<b>3,930,139.85</b>
<b>General expenses</b>	<b>(3,895,658.84)</b>
<b>Balance of other income and costs</b>	<b>49,898.45</b>
<b>Profit tax, changes in deferred tax assets and liabilities, tax effect from other operations not included in the net profit (loss) for the period under review</b>	<b>14,856.75</b>
<b>Net profit</b>	<b>99,236.21</b>
<b>Expenses paid out of net profit including:</b>	<b>63,377.10</b>
<b>payment of dividends</b>	<b>63,377.10</b>
<b>retained amount</b>	<b>35,859.11</b>

Fourth item of the Agenda:

**On amounts, timing, and form of payment of dividends in accordance with the results of the year 2016.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the fourth item of the Agenda:

**To pay dividends in the cash form based on 2016 fiscal year performance in the amount of 5 rubles 98 kopecks (five rubles ninety eight kopecks) per one issued share.**

**To fix the date when the entities entitled to dividends are specified – July 3, 2017.**

**Dividends to nominee shareholders and trustees who are professional securities traders put into the Shareholders Register shall be paid out no later than 17 July 2017; and to other shareholders from the Shareholders Register - no later than 07 August 2017.**

Fifth item of the Agenda:

**On remuneration and compensation of expenses to the members of the Company Board of Directors.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: Rosneft Board of Directors.*

Draft Resolution on the fifth item of the Agenda:

**To approve the remuneration to the following members of the Board of Directors of the Company for the period when they performed their duties as follows:**

- **Andrey I. Akimov – to the amount of USD 545,000;**
- **Matthias Warnig – to the amount of USD 580,000;**
- **Oleg V. Vyugin – to the amount of USD 580,000;**
- **Donald Humphreys – to the amount of USD 565,000.**

**To approve the compensation of all expenses incurred by the Rosneft BoD members related to performing their functions.**

Sixth item of the Agenda:

**On remuneration and compensation of expenses to the members of the Company Audit Commission.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: Rosneft Board of Directors.*

Draft Resolution on the sixth item of the Agenda:

**Approve the remuneration to the members of the Audit Commission of the Company for the period when they performed their duties as follows:**

- **Aleksey A. Afonyashin – 220 000 RUB;**
- **Oleg Sergeevich Zenkov – 220 000 RUB;**
- **Sergey Ivanovich Poma – 220 000 RUB.**

**To approve the compensation of all expenses incurred by the Rosneft Audit Commission members related to performing their functions in accordance with the established procedure.**

Seventh item of the Agenda:

**Election of the members of the Company Board of Directors.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the seventh item of the Agenda:

**To elect the members of Rosneft Board of Directors - 9 people in total:**

- 1. Andrey I. Akimov**
- 2. Faisal M. Alsuwaidi**
- 3. Andrey R. Belousov**
- 4. Warnig Artur Matthias**
- 5. Oleg V. Viyugin**
- 6. Ivan Glasenber**
- 7. Robert Warren Dudley**
- 8. Guillermo Quintero Ordonez**
- 9. Alexander V. Novak**
- 10. Igor I. Sechin**
- 11. Donald Humphreys**

*Candidates of Andrey I. Akimov, Andrey R. Belousov, Matthias Warnig, Oleg V. Viyugin, Alexander V. Novak, Igor I. Sechin and Donald Humphreys for election to the Board of Directors of Rosneft by the shareholder of Rosneft - ROSNEFTEGAZ.*

*Robert Dudley and Quintero Ordonez Guillermo were nominated to the Board of Directors of Rosneft by Rosneft shareholder – BP Russian Investments Limited.*

*Ivan Glazenber and Faisal M. Alsuwaidi were nominated to the Board of Directors of Rosneft by Rosneft shareholder - QHG Oil Ventures Pte. Ltd.)*

Eighth item of the Agenda:

**Election of the members of the Company Internal Audit Commission.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: shareholder of Rosneft – ROSNEFTEGAZ.*

Draft Resolution on the eighth item of the Agenda:

**To elect the members of Rosneft Audit Commission - 5 people in total:**

- 1. Olga A. Andrianova**
- 2. Aleksandr E. Bogashov**
- 3. Sergey I. Poma**
- 4. Zakhar B. Sabantsev**
- 5. Pavel G. Shumov**

*Olga A. Andrianova, Alexander E. Bogashov, Sergey I. Poma, Zakhar B. Sabantsev and Pavel G. Shumov were nominated to the Audit Commission of Rosneft by Rosneft shareholder –ROSNEFTEGAZ.*

Ninth item of the Agenda:

**Approval of the Company Auditor.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: shareholder of Rosneft - ROSNEFTEGAZ*

Draft Resolution on the ninth item of the Agenda:

**Approve OOO Ernst and Young as the Auditor of Rosneft Oil Company.**

Tenth item of the Agenda:

**Approval of related party transactions.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: Rosneft Board of Directors.*

Draft Resolution on the tenth item of the Agenda:

**Approval of related party transactions:**

**1 Rosneft Oil Company (Client) transactions, under the General Agreement with Bank VBRR (AO) (Bank) on the general terms and conditions of deposit banking, for cash placement by Rosneft into deposits (including structured ones) in rubles, and/or in USA dollars, and/or in EURO and/or in Chinese yuans, or any other currencies, to the total maximum of RUB 4,000 000,000.0 k**

- period – from one day to seven years (inclusive);**
- interest rate:**
  - for Russian rubles - no less than 0.01% annually;**
  - for USD - no less than 0.01% annually;**
  - for EURO - no less than 0.01% annually;**
  - for Chinese yuans - no less than 0.01% annually;**

- for other currencies - no less than 0.01% annually.
- transactions (for structured deposits) may include fixation of the exchange rate and linking the parties' liabilities to changes in the exchange rates.

**2. Rosneft (Client) transactions, under the General Agreements on deposit banking and deposit banking with transaction conversion, with Bank GPB (AO) (Bank), on Rosneft cash funds placing into deposits (including structured ones), in rubles, and/or in USA dollars, and/or in EURO and/or in Chinese yuans, and/or any other currencies, to the total maximum of RUB 4,000,000,000.0 k**

- period – from one day to seven years (inclusive);
- interest rate:
  - for Russian rubles - no less than 0.01% annually;
  - for USD - no less than 0.01% annually;
  - for EURO - no less than 0.01% annually;
  - for Chinese yuans - no less than 0.01% annually;
  - for other currencies - no less than 0.01% annually.
- transactions (for structured deposits) may include fixation of the exchange rate and linking the parties' liabilities to changes in the exchange rates.

**3. Execution by Rosneft (Client) of transactions with Bank VBRR (AO) (Bank) on raising loans by Rosneft (including overdrafts and credit lines) in rubles and/or foreign currency to the maximum amount of RUB 4,000,000,000.0 k on the following terms and conditions:**

- period – no more than 30 days;
- interest rate:
  - for Russian rubles - not higher than MosPrime rate for the relevant period and/or key interest rate of the Bank of Russia plus 10% per annum;
  - for USA dollars – no higher than Libor (US dollars) for the respective term plus 10% p.a.;
  - for EURO – no higher than Libor (EURO) for the respective term plus 10% p.a.;
  - for Chinese yuans – no higher than Shibor (Chinese yuans) for the respective term plus 10% p.a.;
  - for other currencies – no higher than the indicative average market rate for the corresponding period according to Thomson Reuters and Bloomberg information agencies, plus 10% p.a.

**4. Execution by Rosneft (Client) of transactions with Bank GPB (AO) (Bank) on raising loans (including overdrafts and credit lines) including those being part of the Agreement on the procedure for execution of credit transactions using the Reuters-Dealing system and other telebanking services, in rubles and/or foreign currency to the total maximum amount of RUB 4,000,000,000.0 k on the following terms and conditions:**

- loan period – no more than 30 days;
- interest rate:

- for Russian rubles - not higher than MosPrime rate for the relevant period and/or key interest rate of the Bank of Russia plus 10% per annum;
- for USA dollars – no higher than Libor (US dollars) for the respective term plus 10% p.a.;
- for EURO – no higher than Libor (EURO) for the respective term plus 10% p.a.;
- for Chinese yuans – no higher than Shibor (Chinese yuans) for the respective term plus 10% p.a.;
- for other currencies – no higher than the indicative average market rate for the corresponding period according to Thomson Reuters and Bloomberg information agencies, plus 10% p.a.

**5. Provision of services by AO SOGAZ (Insurer) to Rosneft (Insured) related to the liability insurance for Rosneft, any subsidiary of Rosneft, members of the Board of Directors, management and employees of Rosneft and any subsidiaries on the following terms and conditions (as defined in the Agreement):**

**Subject matter:** subject to all terms of the Agreement, the Insurer shall, in the event of any insured occurrence stipulated in the Agreement, pay insurance money to the insured person and/or beneficiary and/or any other third party that may be entitled to receive such compensation.

**The Insured:**

1 Companies: Rosneft and any Rosneft subsidiary (as stipulated in the Agreement);

2. Insured entities: any person, who prior to the start of the insurance period was, as of the start of the insurance period is or during the insurance period becomes:

(a) a director or officer of any Company (including but not limited to: member of the board of directors, supervisory board or other similar body, agent, member of the steering committee of a joint venture, member of the governing bodies, sole executive body (president, general director, director, etc.), deputy of the sole executive body (vice president, deputy general director, deputy director, etc.), member of a collegial executive body (management board, directorate, etc.), chief accountant), with the exception of the external auditor and court-appointed manager;

(b) any employee of any Company;

(c) any director, de facto or alleged director, de facto and/or shadow director;

(d) any director of a stand alone company;

(e) by any person acting as a member of a committee (including the compliance committee) established by a decision or approved by the board of directors or a similar management body of any Company;

(f) any individual named as an alleged director or official in any issue documents, securities offering documents, documents in connection with the listing, prospectuses, memorandums, presentations or reports of any Company;

(g) in respect of any claim for securities, any lawyer engaged under an employment contract that must comply with the requirements of the Sarbanes-Oxley Act;

(h) any approved person;

(i) any individual (including non-residents of the Russian Federation) that has ever had, has or will have the right to sign documents, and/or give any assurances, and/or make any statements (give comments) on behalf of any Company;

(j) internal lawyer or legal adviser acting in that capacity;

(k) spouse or live-in companion (including same-sex and unmarried partners under the 2004 Civil Law of the United Kingdom or other similar legislation in another jurisdiction) of any insured person with respect to any claim related to any wrongful act of such insured person;

(l) any administrator, heir, receiver in bankruptcy / hereditary estate, legal representative, successor or executor of the deceased, incompetent, insolvent or bankrupt insured person in respect of any claim related to any wrong act of such insured person;

(m) person who held/holds/will hold the position of the director / officer of ROSNEFTEGAZ in respect of the action (inaction) in taking managerial decisions with regard to the Insured arising from ROSNEFTEGAZ ownership of the Insured's securities.

**Beneficiaries under the Agreement:** Insured persons including the Insured, as well as any third parties which may suffer damage/loss.

**Price of the Agreement (total amount of insurance premium):** \$3,000,000.00 USA dollars.

**Insurance period:** from 00:01 on 10 July 2017 to 00:01 on 10 July 2020, the Agreement covers any events/acts/circumstances that occurred/ happened at any time in the past and any legal proceedings that were first initiated not before July 10, 2006 (only in respect of OJSC TNK-BP Holding starting from March 21, 2013 and only with respect to Bashneft starting from October 13, 2016) (the start of continuity of the insurance coverage).

**Insurance amount under the Agreement (Limit of liability):** \$150,000,000.00 (one hundred fifty million) USA dollars.

**Additional limits for independent directors (in excess of the general limit of liability):** \$1,000,000.00 (one million) USA dollars – a special additional limit for each independent director, \$6,000,000.00 (six million) USA dollars – an additional insurance amount for all independent directors.

**Additional limit for protection expenses related to the environment pollution (above total liability limit):** \$2,500,000.00 (two million five hundred thousand) USA dollars.

**Additional aggregate liability limit for all claims on improper management of environmental activities:** \$5,000,000 (five million) USA dollars.

**Insurance objects:** property interests of the Insured related to the obligation to repay losses suffered by the insurance beneficiaries and/or other persons, as well as related to any costs and expenses by the Insured.

**Insurance events under the Agreement:**

1) **In respect of liability insurance for causing harm to other entities** – occurrence of the following circumstances (a) and (b) together: (a) occurrence of an obligation with the Insured to compensate for any harm caused to other entities in

connection with the incorrect actions of such insured, and (b) a Claim to such Insured in view of a damage specified in clause (a) above;

2) **In respect of insurance of expenses** – any Claim to such Insured that necessarily entails any expenses of such Insured in connection with such Claim;

3) **In respect of insurance of the Company's expenses in the amount of compensation by the Company for the Insured Person's Losses** - a claim against the Insured Person that may result in compensation by the Company of the Insured's Losses and/or arisen liability of such Insured Person in connection with such Claim.

**Deductible (subject to deduction in case when a Claim for securities is presented to the Company and/or when the Company pays for the Insured Person's Losses in connection with the Claims against such Insured Person):**

- in respect to claims on securities, filed in the USA or Canada: \$500,000.00 USA dollars;

- in respect to claims on securities, filed in other countries: \$250,000.00 USA dollars;

- in respect to all other claims filed in the USA or Canada: \$100,000.00 USA dollars;

- in respect to all other claims filed in other countries: \$100,000.00 USA dollars.

Eleventh item of the Agenda:

**Approval of changes to the Rosneft Charter.**

*Initiator of the item inclusion into the Shareholders Meeting Agenda: Rosneft Board of Directors.*

Draft Resolution on the eleventh item of the Agenda:

**To approve the amendments to the Rosneft Charter (Attachment No.1).**