





# PROCEDURE FOR ACCESS TO INSIDER INFORMATION



Concise guide

## STATUTORY REGULATIONS ON INSIDER INFORMATION

 Federal Law No. 224-FZ On Countering the Misuse of Insider Information and Market Manipulation and Amending Certain Laws of the Russian Federation dated 27 July 2010.






 Regulations of the Bank of Russia:

- Bank of Russia Ordinance No. 6877-U On the List of Insider Information and the Procedure and Timing of its Disclosure dated 30 September 2024;
- Bank of Russia Ordinance No. 5720-U On Notifying the Persons on the Insider List of their Inclusion In and Exclusion from the List dated 2 February 2021;
- Bank of Russia Ordinance No. 5129-U On the Procedure for Submitting the Insider List to the Trade Organiser at its Request dated 22 April 2019;
- Bank of Russia Ordinance No. 5128-U On the Procedure and Timeframes for Insiders, Who Have Received a Request to Submit Information dated 22 April 2019;
- Bank of Russia Ordinance No. 5222-U On Requirements for Internal Control Rules to Prevent, Detect and Suppress the Misuse of Insider Information and/or Market Manipulation dated 1 August 2019.



## REQUIREMENTS FOR ISSUERS OF ISSUE-GRADE SECURITIES

Federal Law No. 224-FZ On Countering the Misuse of Insider Information and Market Manipulation and Amending Certain Laws of the Russian Federation dated 27 July 2010 sets out the following requirements.

-  Creating a company list of insider information.
-  Maintaining the list of insiders.
-  Developing:
  - procedure for access to insider information;
  - rules for protecting the confidentiality of insider information;
  - internal control rules to prevent, detect and suppress the misuse of insider information and/or market manipulation.
-  Setting up (appointing) a structural unit (official) responsible for monitoring compliance with the law.
-  Establishing terms for conducting transactions in financial instruments by persons included in the insider list and their related parties.



# ROSNEFT'S STANDARD ON INTERNAL CONTROL RULES FOR THE PREVENTION, DETECTION AND SUPPRESSION OF ILLEGAL USE OF INSIDER INFORMATION IN ROSNEFT AND MARKET MANIPULATION

Rosneft's Standard on Internal Control Rules for the Prevention, Detection and Suppression of Illegal Use of Insider Information in Rosneft and Market Manipulation outlines requirements for the following processes:

- drafting a list of insider information;
- criteria for designating insiders;
- maintaining the insider list;
- notifying persons of their inclusion in and exclusion from the list of insiders;
- conducting transactions in financial instruments by persons included in the insider list and their related parties – providing information on transactions in financial instruments by persons included in the insider list and their related parties;
- access to insider information;
- using insider information;
- disclosing insider information;
- protecting the confidentiality of insider information;
- executing control over the prevention, detection and suppression of the misuse of insider information and market manipulation.



The Standard provisions help navigate the following situations:

- difficulties in classifying information as insider information;
- you have been included in the list of insiders and are unaware of the obligations this entails;
- you are planning a transaction with Rosneft shares and are not aware of the restrictions for conducting transactions with its financial instruments;
- you are not sure if your actions comply with the requirements of local regulations when processing insider information in Rosneft's information systems and resources.

Employees and stakeholders who have questions about the application of and compliance with the Standard, can email us to

[insiders@rosneft.ru](mailto:insiders@rosneft.ru)

## CORPORATE PRINCIPLES FOR COUNTERING THE MISUSE OF INSIDER INFORMATION AND MARKET MANIPULATION



### The ethical standards principle

The process of ensuring access to insider information, its safety and protection is in line with Rosneft's Code of Business and Corporate Ethics.



### The principle of openness

Information on Rosneft's measures to protect insider information is available on the Company's official website.



### The principle of consistency

Measures to protect insider information are consistent with the nature and scale of Rosneft's operations.



### The principle of engagement

Awareness of employees and insiders about their rights, obligations and restrictions provided for by Federal Law No. 224-FZ On Countering the Misuse of Insider Information and Market Manipulation and Amending Certain Laws of the Russian Federation dated 27 July 2010 and Rosneft's internal documents.



### The principle of responsibility

Personal responsibility of Rosneft employees for implementing measures to protect insider information.



### The principle of preventing conflicts of interest

Rosneft takes sufficient and necessary measures to prevent and resolve conflicts of interest when dealing with insider information.

**Following these principles, we are able to handle insider information with due diligence and reason.**

# ROSNEFT'S INSIDER INFORMATION

**The Company acts in strict compliance with the law, based on which it has compiled a list of facts constituting insider information.**

What is insider information?

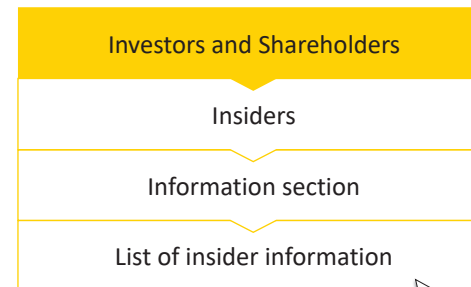
Insider information is accurate and specific facts that have not been made public (including information constituting trade, official and other secrets protected by law) and that, if were made public, would be likely to have a significant effect on the prices of the Company's financial instruments.

Rosneft identifies two criteria for classifying information as insider information:

- information included in the Bank of Russia list of insider information;
- other insider information classified as such by Rosneft based on the particular nature of its business.

The list of facts constituting insider information has been approved by order and published on the Company's website:

<https://www.rosneft.com/>



All employees are required to familiarise themselves with this list of facts constituting Rosneft's insider information.

The Corporate Governance Department is responsible for compiling and amending the list of facts constituting insider information.


If new types of insider information emerge, the heads of business units must promptly ask the Corporate Governance Department to include them in the list of insider information.


Information is no longer considered insider information once it has been published on the Company's website and in the news feed.

## ROSNEFT'S INSIDER LIST

Our Company maintains a list of insiders in accordance with the law.


Rosneft's insiders include:

-  individuals having access to insider information on the basis of signed agreements, including:
- auditors,
  - appraisers – professional participants in the securities market,
  - credit institutions,
  - insurance companies,
  - foreign insurance companies,

 members of the Board of Directors, Management Board, Audit Commission, and CEO;

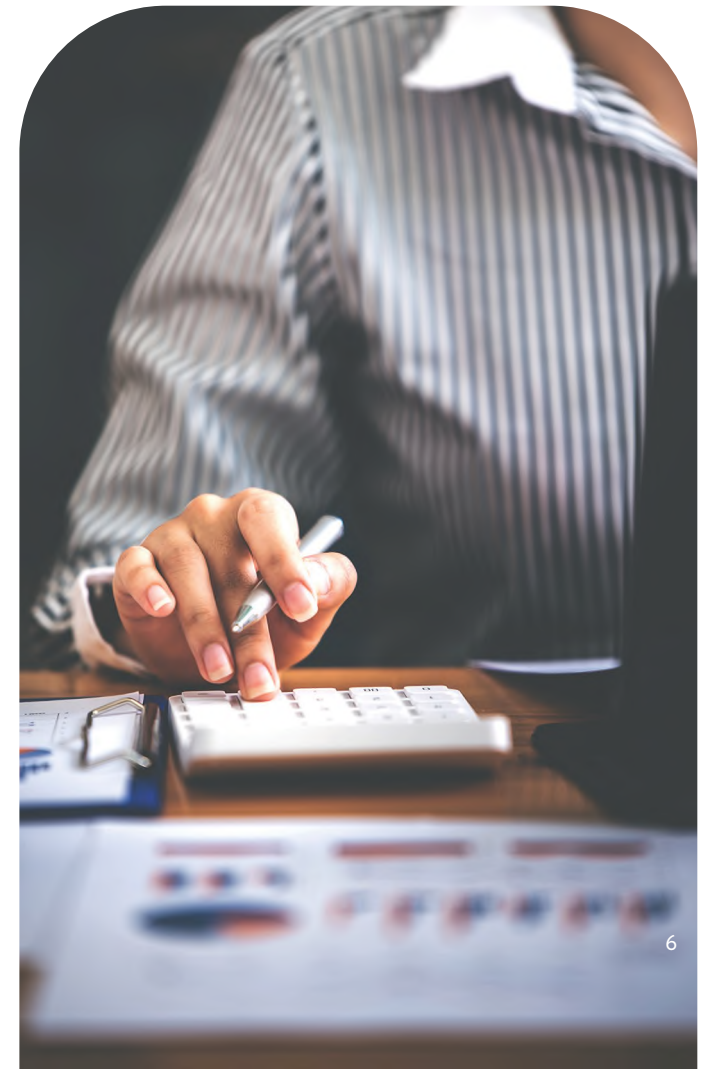
 news agencies publishing disclosures;

 persons assigning credit ratings;

-  individuals having access to insider information on the basis of employment contract and/or an independent contractor agreement:
- at Rosneft,
  - at issuers of securities officially traded at Russian exchanges, and/or issuers in respect of which an application has been filed for trading at these exchanges and in which Rosneft has the right directly or indirectly (through persons under their control) to control at least 25% of the votes in the supreme governing body.

Inclusion in the list of insiders means providing access to insider information.

The list of Rosneft insiders includes all of its top managers and heads of standalone business units. Other employees are included in the list if their work is related to gaining access to insider information.



## The Company has a corporate governance information system (CG AIS) in place to maintain the insider list.



The insider list is kept by the Corporate Governance Department.

How the insider list is compiled?

The list can be updated by members of the top management team and heads of business units by submitting a request via the CG AIS for any of the following:

- to include a person in the insider list;
- to update any information in the insider list (in case of any change to the insider information);
- to exclude a person from the list.

There are certain rules that must be followed:

- a person may be given access to the insider information only after this person has been included in the insider list;
- a request to update information in the insider list must be sent no later than one business day of the changes;
- a request to exclude a person from the insider list must be sent no later than five business days of withdrawal of access to insider information.

### Nota bene

Rosneft excludes persons from the insider list upon the expiry of six months after the person loses access to insider information.



## Inclusion and exclusion notification

### The Company complies with legislative requirements on notifying persons about their inclusion in the insider list.

The Corporate Governance Department is responsible for notifying persons about their inclusion in and exclusion from the insider list.

The notice is sent within seven business days after a person's inclusion in (exclusion from) the insider list.

Upon a person's inclusion in the list, the Department shall provide the following:

- an insider guide describing related rights, obligations and restrictions;
- an information letter on the duration of the prohibitive period for conducting transactions in the Company's financial instruments by insiders and related parties.

Employees and individuals having access to insider information on the basis of an agreement shall inform the Corporate Governance Department of securities in their ownership within seven business days from the date of receiving the inclusion notice.

## Insider obligations

Rosneft's insiders undertake to observe:

- terms for conducting transactions in financial instruments;
- requirements to notifications about transactions with financial instruments conducted by them or their related parties;
- procedure for using insider information;
- rules for protecting confidentiality of insider information.

For details on rules and bans, see Rosneft's Standard on Internal Control Rules for the Prevention, Detection and Suppression of Illegal Use of Insider Information in Rosneft and Market Manipulation.

## Terms for conducting transactions in Rosneft's financial instruments

As per Federal Law No. 224-FZ On Countering the Misuse of Insider Information and Market Manipulation and Amending Certain Laws of the Russian Federation dated 27 July 2010, the Company approved the terms for conducting transactions in Rosneft's financial instruments by insiders and their related parties.

A financial instrument means a security or a derivative in accordance with Article 2 of Federal Law No. 39-FZ On the Securities Market dated 22 April 1996.

Related parties means close relatives (a spouse, parent, child, foster parent, foster child, sibling, grandparent or a grandchild).

To eliminate the risk of a transaction with Rosneft's financial instruments being recognised as showing signs of illegal use of insider information and market manipulation, the Company set permissive and prohibitive periods.



The permissive period for carrying out transactions with financial instruments shall be from the date following the date of disclosure of IFRS consolidated financial statements (CFS) (annual audited and interim unaudited, including summarized statements), to the 29th calendar day of the first month of the quarter following the quarter in which the CFS were disclosed.

If you are an insider and have doubts about whether you understood correctly the terms for conducting transactions in Rosneft's financial instruments, please contact

[insiders@rosneft.ru](mailto:insiders@rosneft.ru)

For details, see Rosneft's Standard on Internal Control Rules for the Prevention, Detection and Suppression of Illegal Use of Insider Information in Rosneft and Market Manipulation.



Prohibitive periods are set as follows:

- 30 calendar days from the date of purchase of financial instruments for their subsequent sale;
- from the 30th calendar day of the first month of a quarter to the date of disclosure of consolidated financial statements (including summarized financial statements) for the previous quarter inclusive.

When disclosure of CFS (including summarized financial statements) is restricted based on Russian Federation regulations:

- from the 30th calendar day of the first month of a calendar year until the expiration of 120 calendar days after the end of the preceding calendar year;
- from the 30th calendar day of the first month of a quarter until the expiration of 60 calendar days after the end of the quarter for which CFS were not disclosed;
- 30 calendar days from the date of purchase of financial instruments for their subsequent sale.

## Procedure for notifying the Company about transactions in its financial instruments



Only the members of the Board of Directors, Management Board and Audit Commission and the CEO must inform the Company of their intent to conduct a transaction in the Company's financial instruments.

Insiders and their related parties are required to notify the Company of any transactions conducted with its financial instruments in a manner described below.

Members of the Board of Directors, Management Board, Audit Commission, and CEO – within one business day of the transaction in Rosneft's financial instruments.

Insiders from among employees – at the Company's request.

As a rule, the Company sends such request in the form of a Questionnaire to insiders from among employees annually within 20 calendar days from the end of the reporting year.

## USE OF INSIDER INFORMATION AT ROSNEFT

All persons from the insider list shall have access to insider information.

Insiders undertake to do the following:

- 1 keep insider information confidential until its disclosure;
- 2 use insider information solely for the benefit of the Company to enable it to conduct production, business, financial and other activities.

Hence, any of the below actions shall bear the risk of illegal use of insider information:

- use of insider information for personal or third-party benefit;
- use of insider information for conducting transactions with financial instruments;
- disclosure of insider information to third parties to enable them to conduct transactions with financial instruments;
- providing any recommendations to third parties on conducting transactions with financial instruments using insider information.



## INSIDER INFORMATION CONFIDENTIALITY AT ROSNEFT



### **Below listed are the measures Rosneft has in place to ensure confidentiality of insider information:**

- physical media with insider information may be handed over to insiders only;
- physical media with insider information that are no longer to be stored are destroyed;
- access to insider information is limited to the extent required for the insider to perform their duties / services under the independent contractor agreement;
- access to insider information may be given to:
  - employees – as stipulated by their job descriptions that outline their duties and rights regarding access to insider information,
  - contractors – as stipulated by independent contractor agreements;
- all employees are required to familiarise themselves with the following and put their signature to that effect:
  - Rosneft's Standard on Internal Control Rules for the Prevention, Detection and Suppression of Illegal Use of Insider Information in Rosneft and Market Manipulation,
  - list of facts constituting insider information;

- use of software and hardware in a way that prevents unauthorised access to insider information;
- annual employee training on handling insider information.



### **General requirements for handling insider information:**

- insiders from among employees shall have separate workplaces;
- access to photocopiers, printers and similar devices used by insiders from among employees shall be restricted;
- negotiation shall take place in an enclosed room that prevents unlawful dissemination of insider information.



### **Requirements for transmitting insider information in an electronic form:**

- 1 any email or message shall contain an insider information disclaimer;
- 2 the protected communication channel shall be checked for the ability to record
  - delivery date and time,
  - details of the sender and the recipient,
  - contents of the information disclosed.



### **Information systems / resources to store and process insider information:**

- are designed for working with confidential information;
- support an option to record the date and time when the document was uploaded;
- support an option to restrict access for non-insiders;
- support an option to assign access rights to employees (for input/processing);
- can record the content of the document.

## COMPLIANCE AT ROSNEFT

### The officer in charge of compliance with insider information regulations is appointed by the Chief Executive Officer.

The Group for Internal Control over Insider Information has been set up for the officer to discharge their duties.

The officer and the Group are engaged in continuous monitoring.

The officer coordinates the Group's efforts in the following focus areas:

- updating the list of facts constituting insider information;
- maintaining the insider list;
- providing access to insider information;
- defining a procedure and time line for disclosure of insider information;
- monitoring compliance of insiders and their affiliates with terms of transactions with financial instruments;
- educating employees about insider information protection.



After the review by the officer, the following reports are prepared and submitted to the Chief Executive Officer:

- insider information report (on a quarterly basis);
- report on violations of regulatory requirements and by-laws related to insider information committed by business units / employees (on an annual basis);
- report on improvements in actions taken to protect insider information (at least once a year).

## LIABILITY FOR VIOLATING THE LAW ON INSIDER INFORMATION

### Main types of legal liability:

- 1 civil liability;
- 2 administrative liability;
- 3 criminal liability.

Regulatory violations may damage companies' reputation and image and negatively affect the value of their securities.

### Main violations of legislation that give rise to liability

- 1 Misuse of insider information:
  - Article 15.21 of the Code of Administrative Offences of the Russian Federation;
  - Articles 185.6 of the Criminal Code of the Russian Federation.
- 2 Market manipulation:
  - Article 15.30 of the Code of Administrative Offences of the Russian Federation;
  - Articles 185.3 of the Criminal Code of the Russian Federation.
- 3 Failure to perform or improper performance of obligations provided by the law:
  - Article 15.35(1) of the Code of Administrative Offences of the Russian Federation;
  - Article 15.35(2) of the Code of Administrative Offences of the Russian Federation;
  - Article 15.35(3) of the Code of Administrative Offences of the Russian Federation;

Legal grounds for holding companies and officers to administratively liable:

- issuing securities in a mala fide manner (Article 15.17 of the Code of Administrative Offences of the Russian Federation) – violation of the procedure for issuing securities by the issuer;
- preventing security holders from exercising their rights attached to such securities (Article 15.20 of the Code of Administrative Offences of the Russian Federation);
- misuse of insider information (Article 15.21 of the Code of Administrative Offences of the Russian Federation) – insider trading;
- violation of regulatory requirements for preparation and holding of general meeting of shareholders/members (Part 1 of Article 15.23(1) of the Code of Administrative Offences of the Russian Federation);

## SINGLE COMPETENCE CENTRE FOR HANDLING INSIDER INFORMATION

In 2019, the Company set up the single competence centre for handling insider information, which since then has been providing information to employees and insiders.

The Company's website and internal system has a For Insiders section regularly updated by the single competence centre for handling insider information.

For any enquiries related to insider information by sending please contact

[insiders@rosneft.ru](mailto:insiders@rosneft.ru)

