

**DRAFT RESOLUTIONS**  
**of the annual (on 2017 results) General Shareholders Meeting**  
**of the Rosneft held on June 21, 2018**

First item of the Agenda:

**Approval of the Company's Annual Report.**

*Initiator of including the item into the Meeting Agenda: shareholder of Rosneft  
– JSC ROSNEFTEGAZ.*

Draft Resolution on the first item of the Agenda:

**To approve Rosneft Annual Report for 2017.**

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 – JSC ROSNEFTEGAZ.*

Draft Resolution on the second item of the Agenda:

**To approve Rosneft's annual accounting (financial) statements for 2017.**

Third item of the Agenda:

**Approval of the Company profit distribution based on the 2017 results.**

*Initiator of including the item into the Meeting Agenda: shareholder of Rosneft  
– JSC ROSNEFTEGAZ.*

Draft Resolution on the third item of the Agenda:

**To approve the following distribution of the Rosneft profit based on 2017  
financial year results:**

	RUB mln
<b>Revenues</b>	<b>4,892,934.39</b>
<b>General expenses</b>	<b>(4,532,977.31)</b>
<b>Balance of other income and costs</b>	<b>(276,850.20)</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>55,862.10</b>
<b>Net income</b>	<b>138,968.98</b>
<b>Expenditures out of net income, including dividend payout:</b>	<b>111,068.90</b>
<b>results for 1H 2017</b>	<b>40,591.02</b>
<b>results for 2017</b>	<b>70,477.88</b>
<b>Retained amount</b>	<b>27,900.08</b>

Fourth item of the Agenda:

**On the amount, timing and form of dividend payment based on the performance in 2017.**

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

Draft Resolution on the fourth item of the Agenda:

**To pay cash dividends based on 2017 financial year performance in the amount of 6 rubles 65 kopecks (six rubles sixty five kopecks) per one issued share.**

**To fix July 02, 2018 as the date when the entities entitled to dividends are determined.**

**Dividend payment to nominee shareholders and trustees being professional players in securities market who are recorded in the shareholders register shall be effected no later than July 16, 2018; payment to other entities registered in the register of shareholders to be effected no later than August 06, 2018.**

Fifth item of the Agenda:

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

*Initiator of including the item into the 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:**

- **Gerhard Schroeder – to the amount of USD 600,000;**
- **Faisal Alsuwaidi – to the amount of USD 530,000;**
- **Matthias Arthur Warnig – to the amount of USD 580,000;**
- **Oleg V. Vyugin – to the amount of USD 565,000;**
- **Ivan Glaserberg – to the amount of USD 530,000;**
- **Donald Humphreys – to the amount of USD 580,000.**

**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's 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:

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

- **Olga A. Andrianova – 220,000 RUB;**
- **Sergey I. 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's Board of Directors.**

*Initiator of including the item into the Meeting Agenda: shareholder of Rosneft – JSC ROSNEFTEGAZ.*

Draft Resolution on the seventh item of the Agenda:

**To elect the members of Rosneft Board of Directors - 11 people in total:**

- 1. Faisal Alsuwaidi**
- 2. Andrey R. Belousov**
- 3. Matthias Arthur Warnig**
- 4. Oleg V. Viyugin**
- 5. Ivan Glasenberg**
- 6. Robert Warren Dudley**
- 7. Guillermo Quintero Ordonez**
- 8. Alexander V. Novak**
- 9. Hans-Joerg Rudloff**
- 10. Igor I. Sechin**
- 11. Gerhard Schroeder**

*Candidates of Andrey R. Belousov, Matthias Arthur Warnig, Oleg V. Viyugin, Alexander V. Novak, Hans-Joerg Rudloff, Igor I. Sechin and Gerhard Schroeder for election to the Board of Directors of Rosneft by the shareholder of Rosneft - JSC ROSNEFTEGAZ.*

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

*Faisal Alsuwaidi and Ivan Glasenberg were proposed for election to the Rosneft Board of Directors by Rosneft shareholder - QHG Oil Ventures Pte. Ltd.*

Eighth item of the Agenda:

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

*Initiator of including the item into the 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. Alexander 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 – JSC ROSNEFTEGAZ.*

Tenth item of the Agenda:

**Approval of the Company Auditor.**

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

Draft Resolution on the tenth item of the Agenda:

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