T A B L E

of amendments to the Regulations on the Collegial Executive Body (Management Board) of Rosneft Oil Company

Item #	Amendments to the Regulations on the Collegial Executive Body (Management Board) of Rosneft Oil Company		
	Current edition	**Proposed edition**	**Comments**
1.	1.1.2. These Regulations shall establish the procedure for establishment of the Management Board, schedule and procedure for convocation and conduct of meetings of the Management Board, procedures for adoption of resolutions by the Management Board, rights and duties of members of the Management Board, and shall regulate other issues related to activities carried out by the Management Board.	1.1.2. These Regulations shall establish the procedure for establishment of the Management Board, schedule and procedure for ~~convocation and conduct~~**decision-making at a meeting with the joint participation** of ~~meetings~~**members** of the Management Board, ~~procedures for adoption~~**including a meeting at which voting is combined with absentee voting (hereinafter referred to as the meeting), and absentee voting** of ~~resolutions by~~**members of** the Management Board~~,~~ **without holding a meeting (hereinafter referred to as absentee voting),** rights and duties of members of the Management Board, and shall regulate other issues related to activities carried out by the Management Board. **The rules of these Regulations on meetings of the Management Board shall apply to resolutions by the Management Board by absentee voting without holding a meeting, unless otherwise provided for in Article 7 hereof and does not contradict the essence of absentee voting.**	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law «On Joint-Stock Companies» as amended by Federal Law No. 287-FZ of August 8, 2024 (Article 70).
2.	2.3.7. If the number of members of the Management Board becomes less than the number constituting the quorum established by the Charter of the Company for conduct of meetings, the Chairman of the Management Board shall send a request to convene the meeting of the Board of Directors for early termination of powers of the Management Board and appointment of a new Management Board or additional members of the Management Board.	2.3.7. If the number of members of the Management Board becomes less than the number constituting the quorum established by the **Company** Charter~~ of the Company~~ for conduct of meetings, the Chairman of the Management Board shall send a request ~~to convene the~~**for holding a** meeting **or absentee voting** of the Board of Directors for early termination of powers of the Management Board and appointment of a new Management Board or additional members of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the terminology of the Federal Law «On Joint Stock Companies» as amended by Federal Law No. 287-FZ dated 08.08.2024.
3.	3.2.16. to attend the General Shareholders Meeting and to reply to questions of the participants thereof.	3.2.16. to attend **a meeting of** the General Shareholders Meeting and to reply to questions of the participants thereof.	Legal and technical amendments aimed at bringing the Regulations into compliance with the terminology of the Federal Law «On Joint Stock Companies» as amended by Federal Law No. 287-FZ dated 08.08.2024.
4.	3.4.5. Subject to a resolution by the Board of Directors, the Company at its own expense may insure the liability of members of the Management Board.	3.4.5. ~~Subject to a resolution by the Board of Directors, the~~**The** Company at its own expense may insure the liability of members of the Management Board.	Clause 3.4.5 is brought into compliance with the amendments of item 10.2.2 of the Company Charter. In particular, according to the Charter (sub-clause (20) of Section 10.2.1), the Board of Directors makes a decision on liability insurance for members of the management

			bodies. At the same time, liability insurance contracts are related-party transactions and, in accordance with the Federal Law "On Joint-Stock Companies", are subject to review by the Board of Directors/General Meeting of Shareholders on this basis, in connection with which it is proposed to exclude the duplicative authority of the Board of Directors from the Charter.
5.	5.1.3. Based on a decision of the Chairman of the Management Board, the meeting of the Management Board may be held by way of a video conference or a conference call, in which case an appropriate record shall be made in minutes of the meeting of the Management Board. In such case, the Company location shall be considered as the place of the meeting.	5.1.3. Based on a decision of the Chairman of the Management Board, ~~the~~**a** meeting of the Management Board **with joint participation of members of the Management Board** may be held ~~by way of a video conference~~**with the possibility of remote participation of all** or ~~a conference call,~~**some of its members using electronic or other technical means (including videoconferencing and telephone communication), if methods that are used make it possible to reliably identify the person participating remotely** in ~~which case an appropriate record shall~~**the meeting and provide such person with the opportunity to participate in the discussion of agenda items and vote on agenda items put to a vote.** **A meeting of the Management Board with remote participation may** be ~~made in~~ **held with the possibility of being present at the venue or without determining the venue.** **Information on holding a meeting of the Management Board with remote participation is included in the** minutes of the ~~meeting of the~~ Management Board~~. In such case, the Company location shall be considered as the place of the~~ meeting.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law «On Joint-Stock Companies» as amended by Federal Law No. 287-FZ of August 8, 2024 (Article 70).
6.	5.1.4. When adopting resolutions at a meeting of the Management Board, each member of the Management Board shall have one vote. No member of the Management Board shall be allowed to delegate his/her voting right to another person, including another member of the Management Board.	5.1.4. When ~~adopting resolutions at a meeting of~~**making decisions by** the Management Board~~,~~ each member of the Management Board shall have one vote. No member of the Management Board shall be allowed to delegate his/her voting right to another person, including another member of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law «On Joint-Stock Companies» as amended by Federal Law No. 287-FZ of August 8, 2024 (Article 70).
7.	5.1.5. A resolution of the Management Board shall be deemed to have been adopted if it has been voted for by more than one half of members of the Management Board participating in the meeting of the Management Board and/or have furnished their written opinions, and in the event of an absentee voting, by more than one half of members of	5.1.5. A resolution of the Management Board shall be deemed to have been adopted if it has been voted for by more than one half of members of the Management Board participating in the meeting of the Management Board and/or have furnished their ~~written opinions~~**voting ballots**, and in the event of an absentee voting, by more than one half	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law «On Joint-Stock Companies» as amended by Federal Law No. 287-FZ of August 8, 2024 (Article 70).

	the Management Board participating in such an absentee voting.	of members of the Management Board participating in such ~~an~~ absentee voting.	
8.	6.1.1. Meetings of the Management Board shall be conducted in accordance with the quarterly meeting schedule approved by the Management Board, but in any event no less than once a month. The meeting schedule shall be based of resolutions of the General Shareholders Meeting, the Board of Directors, issues put forward by the Chairman of the Board of Directors, proposals of members of the Management Board, senior managers and organization departments of the Company. The meeting schedule shall be approved at the first meeting of the Management Board in the respective quarter. If needed, the Chairman of the Management Board shall convene the extraordinary meeting at his own initiative, or at the request of a member of the Management Board, the Audit Commission or the Auditor of the Company	6.1.1. Meetings of the Management Board shall be conducted in accordance with the quarterly meeting schedule approved by the Management Board, but in any event no less than once a month. The ~~meeting schedule~~**Plan of meetings** shall be based of resolutions of the General Shareholders Meeting, the Board of Directors, issues put forward by the Chairman of the Board of Directors, proposals of members of the Management Board, senior managers and **heads of** organization departments of the Company. The ~~meeting schedule~~**Plan of meetings** shall be approved at the first meeting of the Management Board in the respective quarter. If needed, the Chairman of the Management Board shall convene ~~the~~**an** extraordinary meeting at his own initiative, or at the request of a member of the Management Board, the Audit Commission or the ~~Auditor of the Company~~**audit organization of the Company. Resolutions on items included in the Plan of meetings of the Management Board may be adopted by absentee voting in accordance with the procedure provided for in Article 7 hereof.**	In accordance with the Federal Law "On Joint-Stock Companies" as amended by Federal Law No. 287-FZ of August 8, 2024 and Federal Law No. 114-FZ of April 16, 2022.
9.	6.1.4. When adopting the resolution to convene the meeting of the Management Board, the Chairman of the Management Board shall determine the following: − the time and place of the meeting; − the form of the meeting; − the agenda of the meeting; − wording of issues put to the vote; − the list of information (materials) to be furnished to Members of the Management Board for the meeting.	6.1.4. When adopting the resolution to convene the meeting of the Management Board, the Chairman of the Management Board shall determine the following: − the **date and** time ~~and place~~ of the meeting~~;~~ ~~− the form of~~ **, and if voting at** the meeting~~;~~ ~~− the agenda~~ **is combined with absentee voting, also the final date for acceptance of voting ballots from the Management Board members and the methods for submitting them, the venue** of the meeting**, or decides to hold the meeting with remote participation without determining the venue**; ~~−~~− **the method of resolutions adoption by the Management Board (meeting) and the methods of remote participation in the meeting, if the meeting, by decision of the Chairman of the Management Board, is held with the possibility of remote participation;** – **the agenda;** – **the** wording of ~~issues~~**the items** put ~~to~~**forward for** the vote;	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" as amended by Federal Law No. 287-FZ of August 8, 2024 (Article 70).

		– ~~–~~the list of information (materials) to be furnished to ~~Members~~**members** of the Management Board for the meeting.	
10.	6.1.6. The following persons who are not members of the Management Board may be invited to the meeting of the Management Board: members of the Audit Commission of the Company, officers and heads of organization departments of the Company, representatives of the Auditor of the Company, experts and consultants, other persons. Invited attendees may introduce proposals, make comments and present references and other information on issues being discussed only with the permission of the person presiding over the meeting.	6.1.6. The following persons who are not members of the Management Board may be invited to the meeting of the Management Board: members of the Audit Commission of the Company, officers and heads of organization departments of the Company, representatives of the ~~Auditor~~**audit organization** of the Company, experts and consultants, other persons. Invited attendees may introduce proposals, make comments and present references and other information on ~~issues~~**items** being discussed only with the permission of the person presiding over the meeting.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024 and Federal Law No. 114-FZ of April 16, 2022.
11.	6.2.2. The notice of the meeting of the Management Board served to members of the Management Board shall include details about the initiator of the meeting, agenda, place, time and form of the meeting. Together with the notice, all the relevant information (materials) shall be furnished to members of the Management Board.	6.2.2. The notice of the meeting of the Management Board served to members of the Management Board shall include details about the initiator of the meeting, agenda, ~~place, time and form of the meeting.~~**venue, time and the method of decision-making by the Management Board (meeting) and the methods of remote participation in the meeting, if such an opportunity is provided by the Chairman of the Management Board.** Together with the notice, all the relevant information (materials) shall be furnished to members of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
12.	6.3.3. Written opinions of members of the Management Board absent from the meeting of the Management Board shall be taken into account for the purpose of determination of the quorum and results of voting.	6.3.3. ~~Written opinions~~**The voting ballots** of members of the Management Board absent from the meeting of the Management Board shall be taken into account for the purpose of determination of the quorum and results of voting. **The provisions of Article 7 of these Regulations shall apply to the content and procedure for filling in the voting ballot, unless otherwise provided by this article.**	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
13.	6.3.4. A written opinion must be submitted by a member of the Management Board to the Chairman of the Management Board before the meeting of the Management Board.	6.3.4. A ~~written opinion~~**voting ballot** must be submitted by a member of the Management Board to the Chairman of the Management Board before the meeting of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
14.	6.3.5. A written opinion of a member of the Management Board may indicate his/her voting position on all issues on the agenda of the meeting, or on any individual issue.	6.3.5. A ~~written opinion~~**voting ballot** of a member of the Management Board may indicate **declaration of** his/her ~~voting position~~**will** on all ~~issues~~**items** on the agenda of the meeting, or on any individual ~~issue.~~**items.**	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.

15.	6.3.6. If no copy of the written opinion of a member of the Management Board is made available to members of the Management Board prior to the meeting, the person presiding over the meeting shall announce the written opinion of the member of the Management Board absent from the meeting of the Management Board prior to the commencement of voting on the issue on the agenda with respect to which such opinion has been submitted.	6.3.6. -If no copy of the ~~written opinion~~**voting ballot** of a member of the Management Board is made available to members of the Management Board prior to the meeting, the person presiding over the meeting shall announce the **declaration of** ~~written opinion~~**will** of the member of the Management Board absent from the meeting of the Management Board prior to the commencement of voting on the ~~issue on~~**item of** the agenda ~~with respect to~~ **on** which such ~~opinion has been~~**a ballot is** submitted.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
16.	6.3.7. If a member of the Management Board does attend the meeting of the Management Board, his/her, received prior to the meeting, shall not be announced at the meeting, nor shall it be taken into account for the purpose of determination of the quorum and results of voting.	6.3.7. If a member of the Management Board does attend the meeting of the Management Board, his/her **declaration of will included in the voting ballot**, received prior to the meeting, shall not be announced at the meeting, nor shall it be taken into account for the purpose of determination of the quorum and results of voting.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
17.	6.4.2. The minutes of the meeting of the Management Board shall be drawn up within 3 days following the date of the meeting. The minutes of the meeting of the Management Board shall contain the following information: − the full official name of the Company; − the date, time and place of the meeting; − the form of the meeting; − the number of the minutes; − persons participating in the meeting; − members of the Management Board who have furnished their written opinions on the agenda issues; − the quorum for all or each issue on the agenda of the meeting; − the agenda of the meeting; − issues put to vote and results of voting thereon, indicating the voting option selected by each member of the Management Board who has voted, with respect to each issue put to vote; − resolutions adopted; − information on the minutes signatories (last name and initials of the Chairman of the Management Board or the meeting chairing person, and the Secretary of the Management Board). The minutes may contain the data on the main speakers and on the opinions expressed by participants of the meeting.	6.4.2. The minutes of the meeting of the Management Board shall be drawn up within 3 days following the date of the meeting. The minutes of the meeting of the Management Board shall contain the following information: - the full official name of the Company; ~~− the date, time and place of the meeting;~~ ~~− the form of the meeting;~~ ~~− the~~**the date and time of the meeting, and if voting at the meeting was combined with absentee voting, also the final date for acceptance of voting ballots from members of the Management Board, the venue of the meeting, or information that the remote meeting was held without determining the venue;** **- the method of decision-making (meeting or absentee voting);** - **the register** number of the minutes; ~~−~~persons participating in the meeting; ~~−~~members of the Management Board who have furnished their ~~written opinions~~**voting ballots** on the agenda ~~issues~~ **items**; ~~−~~the quorum for all or each ~~issue on~~**item of** the agenda of the meeting; ~~−~~ the agenda~~ of the meeting~~; ~~− issues~~**items** put to vote and results of voting thereon, indicating the voting option selected by each member of the Management Board who has voted, with respect to each ~~issue~~**item** put to vote; ~~−~~**items on the agenda that were not put to the vote;**	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.

		resolutions adopted; ~~–~~information on the minutes signatories (last name and initials of the Chairman of the Management Board or the meeting chairing person, and the Secretary of the Management Board). The minutes may contain the data on the main speakers and on the opinions expressed by participants of the meeting.	
18.	6.4.3. The materials reviewed at the meeting of the Management Board in the course of discussion of issues on the agenda of the meeting of the Management Board as well as written opinions, shorthand records of the meetings and voting ballots shall be stored together with minutes of the meeting of the Management Board.	6.4.3. ~~The materials reviewed at~~**Attachments to** the ~~meeting~~**minutes** of the Management Board ~~in the course of discussion of issues on the agenda of the meeting of the Management Board~~**meeting,** as well as ~~written opinions,~~ shorthand ~~records of the~~ meetings and voting ballots shall be stored together with **the** minutes of the meeting of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
19.	6.5.4. The minutes of meetings of the Management Board shall be made available to members of the Board of Directors, the Audit Commission, the Auditor and subdivisions of the Company exercising internal audit and control, on their request.	6.5.4. The minutes of meetings of the Management Board shall be made available to members of the Board of Directors, the Audit Commission, the ~~Auditor~~**audit organization** and ~~subdivisions~~**the organization department** of the Company exercising internal audit and control, on their request.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" as amended by Federal Law No. 287-FZ of August 8, 2024 and Federal Law No. 114-FZ of April 16, 2022.
20.	7.1.3. The notice on conduct of an absentee voting shall contain the following information: – the official name of the Company; - the agenda of the meeting; - instructions to conduct an absentee voting by means of completing voting ballots; - the final date and time established for submission of ballots for absentee voting; - the list of information (materials) to be furnished to members of the Management Board.	7.1.3. The notice on conduct of an absentee voting shall contain the following information: ~~–~~ – the official name of the Company; – the agenda~~ of the meeting~~; – instructions to conduct an absentee voting by means of completing voting ~~ballots~~**ballot**; – the final date and time established for ~~submission~~**acceptance** of ballots for absentee voting; – ~~-~~the list of information (materials) to be furnished to members of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
21.	7.1.9. The filled-in and signed voting ballot shall be handed by a member of the Management Board to the Secretary of the Management Board no later than the date and time indicated on the voting ballot or shall be sent by e-mail or fax at the address indicated on it (the original copy of the voting ballot shall be forwarded later). Only those members of the Management Board whose voting ballots have been received before the final date and time established for submission of filled-in voting ballots shall be deemed to have participated in an absentee voting.	7.1.9. The filled-in and signed voting ballot shall be handed by a member of the Management Board to the Secretary of the Management Board no later than the date and time indicated on the voting ballot or shall be sent by e-mail or fax at the address indicated on it (the original copy of the voting ballot shall be forwarded later~~).~~**), or by other means established by the decision of the Chairman of the Management Board in accordance with the legislation of the Russian Federation, the Charter and internal documents of the Company.** Only those members of the Management Board whose voting ballots have been received	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.

		before the final date and time established for submission of filled-in voting ballots shall be deemed to have participated in an absentee voting.	
22.	7.1.11. Based on the received ballots, the Secretary of the Management Board shall determine results of an absentee voting on issues on the agenda and shall draw up the minutes of the meeting of the Management Board in accordance with the procedure stipulated herein.	7.1.11. Based on the received ballots, the Secretary of the Management Board shall determine results of ~~an~~ absentee voting on ~~issues on~~**items of** the agenda and shall draw up ~~the~~ minutes **on the results** of the ~~meeting of~~**absentee voting for decision-making by** the Management Board in accordance with the procedure stipulated herein.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.
23.	7.1.12. The Minutes of the meeting of the Management Board conducted in the form of an absentee voting shall contain the following information: − the full official name of the Company; − the information on the form of the meeting; − the date of the meeting conducted in the form of an absentee voting (date of termination of voting ballots acceptance); − the number of the Minutes; − the information about members of the Management Board, who submitted voting ballots before the final date for acceptance of voting ballots; − the quorum on all or each agenda issues; − issues put to vote, and results of voting thereon; − adopted resolutions; − information on the minutes signatories (last name and initials of the Chairman of the Management Board or the chairing person, and the Secretary of the Management Board). The materials that form a basis for adoption by the Management Board of its resolutions as well as voting ballots shall be stored together with minutes of the meeting of the Management Board.	7.1.12. The Minutes ~~of~~**on** the ~~meeting~~**results** of the **absentee voting of the** Management Board ~~conducted in the form of an absentee voting~~ shall contain ~~the following information~~: − the full official name of the Company; ~~−~~the information on the ~~form~~**method** of **decision-making by** the ~~meeting~~**Management Board**; ~~−~~the date of ~~the meeting conducted in the form of an absentee voting (date of~~ termination of voting ballots acceptance~~);~~**;** ~~−~~the **register** number of the Minutes; ~~−~~the information about members of the Management Board, who submitted voting ballots before the final date for acceptance of voting ballots; ~~−~~the quorum on all or each agenda ~~issues~~**items**; ~~− issues~~**the agenda;** **items** put to vote, and results of voting thereon; ~~− adopted~~ **items of the agenda that were not put to the vote;** - resolutions **adopted**; ~~−~~information on the minutes signatories (last name and initials of the Chairman of the Management Board or the chairing person, and the Secretary of the Management Board). ~~The materials that form a basis for adoption by~~ **Attachments to** the **minutes on the results of the absentee voting of the** Management Board ~~of its resolutions~~**,** as well as voting ballots shall be stored together with minutes of the meeting **on the results of the absentee voting** of the Management Board.	Legal and technical amendments aimed at bringing the Regulations into compliance with the Federal Law "On Joint-Stock Companies" (Article 70) as amended by Federal Law No. 287-FZ of August 8, 2024.