

Position of the Company Board of Directors with respect to the Agenda of the extraordinary absentee voting for adoption of resolutions by the General Shareholders Meeting of the Company and information about special opinions of the Company Board of Directors members on each agenda item of the extraordinary absentee voting for adoption of resolutions by the General Shareholders Meeting

On November 17, 2025, the Company Board of Directors (Minutes №7), based on its own initiative, resolved to hold the extraordinary absentee voting for adoption of resolutions by the General Shareholders Meeting of Rosneft on December 23, 2025 (hereinafter – absentee voting) and the following items were included into the agenda of the absentee voting¹:

1. On size, timing and form of dividend payments for the 9 months of 2025 results.
2. Approval of Charter of Rosneft Oil Company in the new version.
3. Approval of the Regulations on the General Shareholders Meeting of Rosneft Oil Company in the new version.
4. Approval of the Regulations on the Board of Directors of Rosneft Oil Company in the new version.
5. Approval of the amendments to the Regulations on the Collective Executive Body (Management Board) of Rosneft Oil Company.
6. Approval of the amendments to the Regulations on the Audit Commission of Rosneft Oil Company.

The proposed amendments to the Charter and internal documents of Rosneft Oil Company are driven by amendments to the Federal Law “On Joint-Stock Companies” and are aimed at defining the procedure for preparing and holding meetings of the General Shareholders Meetings, the Board of Directors, and the Management Board in accordance with the new provisions of the Russian legislation, including those permitting remote participation in such meetings.

In addition, amendments to the Federal Law “On Joint-Stock Companies” will come into force on 01 September 2027, ruling out the possibility of paying dividends to shareholders by postal transfers, unless this is provided for in the Company's Charter. With due account for the number of the Company's shareholders receiving dividends by postal transfers, it is proposed to provide for such an opportunity in the Company Charter in order to avoid negative consequences for these shareholders.

It is proposed to provide for in the Rosneft Charter the possibility of sending electronic bulletins to shareholders via e-mail addresses recorded in the shareholders register of Rosneft.

¹ Pursuant to clause 3 of article 49 of the Federal Law "On Joint-Stock Companies" and clause 9.3.3 of the Rosneft Charter, the General Meeting of Shareholders may adopt a resolution on approval of internal documents regulating activities of the Company's bodies only upon the proposal of the Board of Directors. In accordance with clause 10.2.10 of the Rosneft Charter, the Board of Directors shapes proposals for the General Meeting of Shareholders on matters specified in clause 9.3.3 of the Rosneft Charter.

In addition, it is recommended to introduce targeted amendments to the Charter and Regulations on the Rosneft governing bodies, aimed at eliminating technical deficiencies and inconsistencies in terminology with the legislation of the Russian Federation. Such amendments include the following:

- the possibility of reducing the time limit for sending a notice of a meeting of the Board of Directors solely upon decision of the Chairman of the Board of Directors or his deputy;
- regulation of the procedure for making decisions by the Audit Commission via absentee voting;
- exclusion of the authority of the Board of Directors to make decisions regarding liability insurance for members of management bodies, which duplicates the powers provided for in Chapter XI “Interest in making a transaction by the Company” of the Federal Law “On Joint Stock Companies”;
- exclusion of the obligation of the Company's registrar, when performing the functions of the counting commission, to draw up the minutes of registration of participants of the General Meeting of Shareholders, the information in which duplicates the content of the minutes of the voting results at a meeting or absentee voting of the General Meeting of Shareholders, the obligation to draw up which is established by the Federal Law “On Joint-Stock Companies”;
- elimination of editorial and legal / technical inaccuracies.

The proposed amendments to the Charter and internal documents of Rosneft will expand the opportunities for shareholders to remotely participate in the corporate procedures of Rosneft, ensure the exercise of their rights to receive dividends, and improve the efficiency of decision-making by the Board of Directors, Management Board, and Audit Commission of Rosneft.

In the course of preparation for holding the absentee voting, no special opinions on the Agenda item of the absentee voting were received.