APPROVED
by Rosneft Board of Directors Resolution
dated June 11, 2015
Minutes № 36 dated June 15, 2015

ROSNEFT REGULATION
ON ROSNEFT CORPORATE SECRETARY

№ P3-01.05 R-0006 UL-001

VERSION 2.00

(with amendments approved by the decision of Board of Directors Meeting (Minutes of the meeting
dated 22.06.2017 № 29) effective as of 28.08.2017 by Order № 489)

MOSCOW
2015
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INTRODUCTORY PROVISIONS

INTRODUCTION

Rosneft’ Regulation “On Rosneft’ Corporate Secretary” (hereinafter the Regulation) was elaborated in accordance with the RF Federal Law dated 26.12.1995 № 208-FZ “On Joint Stock Companies”, Corporate Governance Code, recommended by the Bank of Russia for observance to joint stock companies, the securities of which are allowed for organized trading, Rosneft’ Charter, Regulation on Rosneft’ Board of Directors, and shall determine the procedure of organization of Rosneft’ Corporate Secretary’s activities.

SCOPE OF APPLICATION

The present Regulation shall be binding on all employees of Rosneft’ structural subdivisions.

Organizational, administrative and local regulatory documents shall not be in conflict with this Regulation.

If, as a result of any changes in applicable laws of the Russian Federation and/or Rosneft’ Charter, any provision of this Regulation comes into conflict with such changes, then the provisions of amended laws of the Russian Federation and/or Rosneft’ Charter shall prevail.

VALIDITY TERM AND AMENDMENT PROCEDURE

The present Regulation represents permanent local regulatory document.

The present Regulation shall be approved, put into force and may be recognized as ceased to be in force on the basis of relevant resolution of Rosneft’ Board of Directors.

Introduction of amendments to the present Regulation may be initiated by Rosneft’ Corporate Governance Department, as well as other structural subdivisions of Rosneft after their validation with Rosneft’ Corporate Governance Department.
1. DEFINITIONS AND ABBREVIATIONS

**BOARD OF DIRECTORS** – Rosneft’ Board of Directors.

**CODE OF CORPORATE GOVERNANCE** - Code of corporate governance, recommended by the Bank of Russia for observance to joint stock companies, the securities of which are allowed for organized trading (Letter of the Central Bank of the Russian Federation dated 10.04.2014 № 06-52/2463 “On the code of corporate governance”).

**CORPORATE SECRETARY** – Corporate Secretary of Rosneft.

**COUNTING COMMISSION** – Counting Commission of Rosneft.

**ID PORTAL** - Interdepartmental portal for state property management.

**ROSNEFT’ STRUCTURAL SUBDIVISION** – Rosneft’ structural subdivision with independent functions, objectives and responsibility within the limits of its competences, as defined in regulation on relevant structural subdivision.

**TOP MANAGERS OF ROSNEFT** – First Vice President of Rosneft, Vice Presidents of Rosneft, Chief Accountant of Rosneft, CFO of Rosneft, advisors and heads of Rosneft’ structural subdivisions and services of Rosneft in the rank of Vice President.
2. GENERAL PROVISIONS

2.1. Corporate Secretary is an officer of Rosneft, who ensures Rosneft’ compliance with applicable legislation, Rosneft’ Charter and internal documents of Rosneft in the sphere of corporate governance, which guarantees observance of rights and legitimate interests of Rosneft’ shareholders, efficient interaction with Rosneft’ shareholders, support to efficient functioning of the Board of Directors, development of the practice of Rosneft’ corporate governance in the best interests of its shareholders and other interested parties.

2.2. The main objective of the Corporate Secretary is in efficient implementation of Rosneft’ Corporate Policy and organization of efficient communications between shareholders, Rosneft’ governing and control bodies and Rosneft itself.

2.3. Corporate Secretary administratively reports to the sole executive body of Rosneft but, functionally, Corporate Secretary in his/her activities reports to the Board of Directors.

2.4. The Board of Directors shall annually review performance results of the Corporate Secretary by way of reviewing of his/her reports.

2.5. For the purpose of the Corporate Secretary’ efficient performance of his/her functions, Rosneft may establish the Office of the Corporate Secretary, or the functions of the Corporate Secretary’s Office may be delegated to relevant structural subdivision.

2.6. Rosneft shall disclose information on the Corporate Secretary on the official website www.rosneft.ru (www.rosneft.com) and in the Annual Report, including his/her brief personal data, share in the charter capital of Rosneft, information on his/her transactions in securities of Rosneft closed during the reporting year, information on his/her functional duties and contact details. Such information shall be disclosed by Rosneft only in compliance with the RF Federal Law dated 27.07.2006 № 152-FZ “On personal data and information”.
3. THE PROCEDURE OF APPOINTMENT AND DISMISSAL OF THE CORPORATE SECRETARY. REQUIREMENTS TO CANDIDATES TO THE POSITION OF THE CORPORATE SECRETARY

3.1. Corporate Secretary shall be appointed and may be dismissed by the sole executive body of Rosneft on the basis of relevant resolution of the Board of Directors.

3.2. Members of the Board of Directors and the sole executive body of Rosneft may propose candidates to the position of the Corporate Secretary.

3.3. Proposals on the candidates to the position of the Corporate Secretary shall be made in written form and contain the following information on the candidate:

1. Name, surname and patronymics of the candidate.
2. Year of birth.
3. Education.
4. Information on former employers and positions held for the last 5 years.
5. Information on the number, category and type of Rosneft’ shares owned by the candidate.
6. Information on availability (absence) of affiliation in relation to Rosneft.
7. Information on the candidate’s connections with Rosneft’ majority shareholder or with executive bodies of Rosneft.

The member of the Board, when proposing a candidate to the position of the Corporate Secretary, may provide any additional information on the candidate at his/her own discretion.

3.4. The position of the Corporate Secretary may be held by an individual with relevant knowledge, experience and qualification sufficient for fulfillment of his/her functional duties.

3.5. To the position of the Corporate Secretary may be held by an individual meeting the following requirements:

1. Higher legal, economic or business education with mandatory going through a program of vocational training on the issues of corporate law and corporate governance.
3. At least 3 years of practical experience in the sphere of corporate governance.
4. Knowledge of specific issues of Rosneft’ business.
5. Availability of managerial and analytical skills.
6. Spotless business reputation, inter alia, no records of conviction or disqualification in accordance with Administrative Code of the Russian Federation.
7. Personal capacities (interpersonal skills, responsibility, opinion leadership, settlement of conflicts between participants of corporate relations).

3.6. The position of the Corporate Secretary may not be held by an individual, who is affiliated
with/to Rosneft, connected with Rosneft majority shareholder and/or executive bodies of Rosneft.

3.7. HR and Incentives Committee of the Board of Directors shall perform overall assessment of proposed candidate(s) to the position of the Corporate Secretary, in part related to compliance with requirements set forth in this Regulation, and shall provide its recommendations to Rosneft’s Board of Directors.

3.8. Any individual, appointed to the position of the Corporate Secretary, shall conclude contract (additional agreement to current employment contract – in case an employee of Rosneft is appointed as the Corporate Secretary), the terms and conditions of which shall be reviewed by HR and Incentives Committee of the Board of Directors. The sole executive body of Rosneft shall sign the contract (additional agreement to current employment contract) on behalf of Rosneft with the Corporate Secretary.

3.9. The terms and procedure of payment of remuneration to the Corporate Secretary (inter alia, fixing of remuneration’s value, principles and amount of additional bonuses) shall be determined by the Board of Directors after prior recommendation of HR and Incentives Committee of the Board of Directors.

3.10. Based on decision of the Board of Directors and based on results of reviewing of the Corporate Secretary’s report and/or evaluation of his/her performance results, the Corporate Secretary may be entitled to additional remuneration.

3.11. The Board of Directors may decide on termination of authorities of the Corporate Secretary at any time.
4. FUNCTIONS OF THE CORPORATE SECRETARY

4.1. Functions of the Corporate Secretary shall include:

- Participation in streamlining of the system and practice of Rosneft’ corporate governance.
- Ensuring of interaction between Rosneft and its shareholders, as well as participation in prevention of corporate conflicts.
- Participation in organization of preparation and holding of General Meetings of Rosneft’ shareholders.
- Support to activities of the Board of Directors and its Committees.
- Participation in implementation of Rosneft policy in part related to disclosure of information in securities markets, as well as filing and storing of Rosneft’ corporate documents.
- Ensuring of interaction between Rosneft and regulatory authorities, trade organizers, registrars, professional participants of securities markets within the limits of his/her competence.
- Assistance and control over fulfillment of procedures aimed observance of rights and legitimate interests of shareholders, as set forth in applicable legislation and internal documents of Rosneft.

4.2. In the course of performing his/her functions related to streamlining of the system and practice of Rosneft’ corporate governance, the Corporate Secretary shall ensure (promote):

- Control over Rosneft’ compliance with requirements of applicable legislation, Rosneft’ Charter and internal documents of Rosneft in the sphere of corporate governance.
- Monitoring of applicable legislation in the sphere of corporate governance and initiation of introduction of amendments to Rosneft’ Charter and other internal documents of Rosneft in case of any changes in applicable laws regulating corporate relations and procedures.
- Informing members of the Board of Directors, Top Managers of Rosneft and the heads of Rosneft’ structural subdivisions on material changes introduced to applicable laws of the Russian Federation in the sphere of corporate governance.
- Provision of consultancy to Top Managers of Rosneft and the heads of Rosneft’ structural subdivisions on the issues of corporate law and corporate governance.
- Monitoring of the system of Rosneft’ corporate governance in part related to its compliance with recommendations of the Code of Corporate Governance, international standards in the sphere of corporate governance, recommendations and instructions of federal executive authorities.
- Participation in the audits of Rosneft’ corporate governance system.
- Participation in drafting of the reports to the Board of Directors on the status Rosneft’ corporate governance system and perspectives of its further development.
- Organization of implementation of resolutions of Rosneft’ Board of Directors pertaining to development of corporate governance practices in Rosneft.
- Assistance in development of the system of corporate governance in Subsidiaries.
- Interaction with state authorities, Russian and foreign public organizations on the issues of
corporate governance.

- Creation (customization of existing) corporate systems for the purpose of improved efficiency of Rosneft’s corporate governance.
- Implementation of projects related to standardization (optimization) of the processes of corporate governance in Rosneft.
- Drafting of proposals pertaining to Rosneft’s participation in outsourced corporate governance rating programs and interaction with rating agencies.

4.3. In the course of performing his/her functions related to interaction between Rosneft and its shareholders and participation in prevention of corporate conflicts, the Corporate Secretary shall ensure (promote):

- Coordination of activities aimed at fulfillment of procedures, prescribed by applicable laws of the Russian Federation and internal documents of Rosneft, which ensure observance of rights and legitimate interests of shareholders, as well follow up and control thereof.
- Control over observance of rights and proprietary interests of shareholders upon adoption of decisions by Rosneft governing bodies.
- Organization of interaction between Rosneft and its shareholders, inter alia, with the use of ID Portal’s functionality.
- Control over organization of payment of dividends on Rosneft’s shares in accordance with resolution of the General Meeting of Rosneft’s shareholders.
- Replies to inquiries of shareholders sent to Rosneft through open communication channels, as well as replies to inquiries of third parties on the issues of corporate law and corporate governance, including observance of the rights of Rosneft’s shareholders.
- Organization of uninterrupted operation of the hotline of Shareholders Support Division of Rosneft’s Corporate Governance Department.
- Filing and accounting of instructions, letters, addresses and inquiries sent by shareholders to Rosneft, inter alia, through ID Portal, ensuring fulfillment of shareholders’ requirements in cases foreseen by applicable legislation.
- Provision of information and Rosneft’s documents to shareholder in accordance with applicable legislation, Rosneft’s Charter and internal documents of Rosneft.
- Interaction with Rosneft’s registrar and transfer-agency offices within the limits of his/her competence.

Corporate Secretary shall exert all and any efforts aimed at prevention of authority abuse from the part of all participants of corporate relations, timely detect any potential corporate conflicts and assist in prevention and settlement thereof.

4.4. Within the framework of discharge of the function related to participation in organization of the preparation and holding of the general meetings of Rosneft’s shareholders the corporate secretary performs (ensures) the following:

- acceptance, keeping record and expert examination of shareholders’ proposals on the items of the agenda and nomination of candidates to be elected into Rosneft’s governance and control authorities and requests as per convening an extraordinary general meetings of shareholders;
- cooperation with Rosneft’s registrar (on the issues related to execution of agreements on the fulfillment of the function of the ballot committee, mailing ballots to shareholders, ensuring drawing up of the lists of persons, who are entitled to participate in general meetings of
shareholders and receive dividends, etc.);

- preparation of information materials to be submitted to shareholders for review in the course of the preparation to general meetings of shareholders;

- notification of shareholders of the general meetings of Rosneft’s shareholders and of the results of voting at general meetings of Rosneft’s shareholders using methods contemplated by Rosneft’s Articles of Association and Rosneft’s internal documents;

- interaction with the ballot committee during registration of shareholders, poll, during counting of votes and announcement of the voting results at general meetings of shareholders and control of its proceedings;

- preparation of the minutes of the general meetings of Rosneft’s shareholders and reports on the voting results of general meetings of shareholders, preparation of extracts from the minutes of the general meetings of Rosneft’s shareholders at the request of Rosneft’s business units;

- organization and implementation of the activities related to preparation and facilitation of broadcasts of the general meetings of Rosneft’s shareholders;

- issue of extracts and certificates from the list of persons, who are entitled to participate in the general meeting of Rosneft’s shareholders in accordance with the procedure stipulated by the applicable law;

- preparation and provision of answers to shareholders’ questions in the sphere of corporate governance of Rosneft, in particular to those related to the proceedings of the general meetings of Rosneft’s shareholders.

4.5. **Within the framework of discharge of the function related to supporting the proceedings of the Board of Directors and its committees** the corporate secretary performs (ensures) the following:

- planning of the activities of the Board of Directors and its committees;

- preparation and holding of the meetings of the Board of Directors and its committees (drawing up the agenda, notification of the members of the Board of Directors and its committees and other participants of the meeting (in case of a meeting held in presentia) of the meeting, preparation of voting ballots, development and sending to the members of the Board of Directors and its committees of the package of materials on the items of the agenda, solution of organizational matters);

- documentation of the results of the meetings of the Board of Directors and its committees (summarizing the results of voting on the items of the agenda, preparation and ensuring the signature of the minutes of the meetings);

- compliance with the procedure of making decisions by the Board of Directors and its committees;

- control of implementation of the decisions (instructions) of the Board of Directors and its committees (communication of decisions (instructions) to responsible parties, control of compliance with the deadlines for implementation of the decisions (instructions), generation of consolidated reports on implementation of the decisions (instructions);

- sending documents and materials to Rosimuschestvo within the scope sufficient for preparation of the directives of the Russian Federation Government for the vote of the members of the Board of Directors, who represent the interests of the Russian Federation, on the items of the agenda, which require obtaining such directives;

- provision of extracts from the minutes of the meetings of the Board of Directors and its
committees at the request of stakeholders;

- keeping record of the proceedings of the Board of Directors and its committees;
- preparation of monthly reports on the activities of the Board of Directors and its committees, in particular, for the purpose of inclusion thereof into Rosneft’s annual report;
- regulation of the processes of the activities of the Board of Directors and its committees;
- technical and organizational support of the work of the Board of Directors and its committees;
- provision of consultations to the members of the Board of Directors on corporate law and governance, provisions of Rosneft’s Articles of Association and of Rosneft’s internal documents concerning procedural matters germane to the preparation and holding of the general meetings of Rosneft’s shareholders, of the meetings of the Board of Directors, disclosure (provision) of information on Rosneft;
- coordination of the process of inauguration of the members of the Board of Directors, including:
  - organization of meetings with the sole executive authority of Rosneft, members of the Managing Board of Rosneft, other Rosneft’s top managers and heads of Rosneft’s business units;
  - familiarization with local regulatory documents and decisions of Rosneft’s governance authorities;
  - provision of consultations on the issues related to the activities and organization of the proceedings of the Board of Directors of Rosneft;
  - organization of visits to production facilities (assets) of Rosneft (if necessary and subject to possibility).
- Prompt notification of the Board of Directors of all discovered violations of the Russian Federation law and provisions of Rosneft’s internal documents, ensuring compliance therewith is referred to the functions of the corporate secretary;
- control of implementation of the decisions passed by the Board of Directors and its committees.

4.6. **Within the framework of discharge of the function related to participation in implementation of Rosneft’s information disclosure policy and ensuring safe custody of Rosneft’s corporate documents** the corporate secretary performs (ensures) the following:

- compliance with the requirements of the law and of Rosneft’s internal documents pertaining to disclosure of information in the securities market;
- participation in implementation of Rosneft’s policy pertaining to disclosure of information in the securities market;
- organization of the process of disclosure of information and documents that are subject to disclosure in the securities market in accordance with the requirements of the law in the sphere of financial markets;
- organization of the preparation of the sections of Rosneft’s annual report (and other forms of public reporting) for the block “Corporate governance”, quarterly reports of the issuer of equity securities, disclosures of material facts;
- organization of work with interdepartmental Portal, other information resources of the government authorities in order to ensure the relevance of the information about Rosneft published at such resources;
■ participation in development and implementation of activities aimed at enhancing Rosneft’s informational transparency;

■ safe keeping of corporate documents (including materials of the general meetings of shareholders, in particular, minutes of the general meetings of shareholders, reports on the results of the voting at general meetings of shareholders, minutes of the ballot committee and voting ballots of shareholders, as well as materials of the Board of Directors (committees) and compliance with the requirements of the law and Rosneft’s internal documents in this sphere.

4.7. Within the framework of discharge of the function in relation to ensuring interaction of Rosneft with regulatory authorities, market makers, registrar, other professional players in the securities market within the framework of the authorities vested therein the corporate secretary performs (ensures):

■ organization of work with the securities exchange on including and maintaining Rosneft’s shares on the List of securities accepted for trading, including timely development and submission to the securities exchange of the documents contemplated by the listing regulations of the securities exchange;

■ liaising with regulatory authorities, market makers, registrar and other professional players in the securities market.

4.8. Within the framework of discharge of the function related to ensuring implementation of the procedures aimed at observing of the rights and lawful interests of shareholders stipulated by the law and by Rosneft’s internal documents and control of implementation thereof, the corporate secretary performs (ensures):

■ control of compliance of corporate procedures related to observance of the rights and interests of shareholders stipulated by the applicable law (during securities issue; reorganization and liquidation, redemption of shares at the request of shareholders in cases stipulated by the law, acquisition of shares subject to the resolutions of Rosneft’s governance authorities, payment of dividends; procedures related to sending a tag-along and drag-along notices, etc.);

■ control of compliance by Rosneft’s officers and employees with Rosneft’s Articles of Association and Rosneft’s internal documents to the extent of the issues referred to his functions;

■ control of compliance with the resolutions passed by the General meeting of shareholders;

■ provision of consultations to shareholders on the procedure for implementation of the relevant procedures, provision of practical assistance with exercise of shareholders’ rights.

4.9. The corporate secretary organizes work related to compliance with the requirements of the Russian Federation law in the sphere of counteracting improper use of insider information, Rosneft Regulation “On insider information” № P3-01.04 R-0014 UL-001 and Rosneft Regulation “Procedure for interaction of Rosneft’s business units in the course of compliance with the requirements of the Russian Federation law on counteracting improper use of insider information and market abuse” № P3-01.04 P-0012 UL-001 (including keeping record of, preparation of the list of Rosneft insiders, notification of persons of inclusion into (deletion from) the list of Rosneft insiders, delivery of the list of Rosneft insiders to securities exchange and regulator at their request; disclosure of insider information).

4.10. The corporate secretary performs the functions of the secretary of the General meeting of Rosneft’s shareholders and secretary of the Board of Directors and may discharge the functions of the secretary of Rosneft’s Managing Board.
5. RIGHTS AND RESPONSIBILITIES OF THE CORPORATE SECRETARY

5.1. The corporate secretary may:

- demand strict compliance by the officers and employees of Rosneft with the provisions and requirements of the applicable law, Rosneft’s Articles of Association and Rosneft’s internal documents in the sphere of corporate governance, provision of oral and written explanations of any facts of incompliance with the provisions of the applicable law, Rosneft’s Articles of Association and Rosneft’s internal documents in the sphere of corporate governance, infringement on shareholders’ rights, and remand remediation of any committed violations;
- request and obtain from the officers, heads of business units of Rosneft information and documents required for discharge of the functions vested in him;
- within the limits of his competence engage Rosneft’s business units in development of drafts of the documents and implementation of corporate governance procedures;
- subject to agreement with the sole executive authority Rosneft retain independent external experts for achievement of the objectives set before him and implementation of functions;
- within the limits of his competence suggest business to be transacted at the meetings of the Board of Directors to the Chairman of the Board of Directors;
- make proposals of shaping the budget of the corporate secretary, make decisions on the use of the funds from the budget of the corporate secretary (if any);
- maintain regular professional interaction with corporate secretaries of other companies; participate in the work of professional communities in the sphere of corporate relations.

5.2. The corporate secretary shall:

- comply with the provisions and requirements of the Russian Federation law, Rosneft’s Articles of Association and Rosneft’s internal documents in the course of his activities;
- fulfill the instructions of the Chairman of the Board of Directors;
- provide reports on its activities to the Board of Directors, in particular, on the results of implementation of corporate procedures and on detected facts of incompliance with the requirements of the applicable law in the sphere of corporate governance and infringement on the rights of shareholders;
- promptly inform the Board of Directors of the advent of any situations that may create the threat of violation of the provisions of the applicable law, rights of shareholders or occurrence of corporate conflicts and (or) conflict of interest;
- supervise the activities of the employees of the administration of the corporate secretary (if it should be organized);
- regularly update the information about Rosneft published at Rosneft’s external information resources in accordance with his functions.
6. PROCEDURE FOR INTERACTION BETWEEN THE CORPORATE SECRETARY AND GOVERNANCE AND CONTROL AUTHORITIES AND BUSINESS UNITS OF ROSNEFT

6.1. The corporate secretary operates in close contact and cooperation with Rosneft’s governance and control authorities, business units and employees of Rosneft as necessary for due implementation of his functions.

6.2. The corporate secretary liaises with the Chairman of the Board of Directors and Chairmen of the committees of the Board of Directors.

6.3. Rosneft’s authorities and officers are obliged to provide assistance to the corporate secretary with discharge of his functions. The corporate secretary may, within the framework of the authorities conferred on him, request, and officers and heads of business units of Rosneft are obliged to provide to him:

- information required for discharge by him of his functions subject to restrictions stipulated by the Russian Federation law, Rosneft’s Articles of Association and Rosneft’s internal documents;
- reports on the progress of fulfillment of the resolutions of Rosneft’s governance authorities with substantiation of reasons for failure to fulfill such resolutions.

6.4. In the course of interaction with Rosneft’s business units, the corporate secretary may:

- organize preparation of materials, examination whereof is referred to the competence of Rosneft’s governance authorities in accordance with the requirements of the applicable law, Rosneft’s Articles of Association and Rosneft’s internal documents.
7. LIABILITY OF THE CORPORATE SECRETARY

7.1. The corporate secretary is liable for due fulfillment of the functions entrusted to and for the results of his activities to the Board of Directors and Rosneft’s shareholders.

7.2. The corporate secretary is liable for incompliance with the requirements contemplated by the applicable Russian Federation law in the sphere of corporate governance and counteracting improper use of insider information, Rosneft’s Articles of Association and Rosneft’s internal documents.

7.3. The corporate secretary is liable in accordance with the procedure and in cases contemplated by the Russian Federation law.
8. REFERENCES


5. Regulation on the Board of Directors of Rosneft Oil Company approved by resolution of the General meeting of shareholders of Rosneft Oil Company of 27.06.2014, minutes of 02.07.2014 w/n.

6. Rosneft Regulation “On insider information” № P3-01.04 R-0014 UL-001 version 1.00 approved by resolution of the Managing Board of Rosneft on 30.06.2014 (minutes of 30.06.2014 № 39) put into effect by Rosneft order of 24.07.2014 № 353.

7. Rosneft Regulation “Procedure of interaction of Rosneft business units in the course of compliance with requirements of the Russian Federation law on counteracting improper use использования of insider information and market abuse” № P3-01.04 R-0012 UL-001 version 1.00 approved by Rosneft order of 25.12.2014 № 694.
9. REGISTRATION OF AMENDMENTS OF THE LOCAL REGULATORY DOCUMENT

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<td>Without number</td>
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