

DRAFT RESOLUTIONS
of the annual (based on 2018 results) General Shareholders Meeting of Rosneft
held on June 4, 2019
(hereinafter "the Meeting")

Item 1 of the Agenda:

Approval of the Company Annual Report.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 1 of the Agenda:

To approve Rosneft Annual Report for 2018.

Item 2 of the Agenda:

Approval of the Company annual accounting (financial) statements.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 2 of the Agenda:

To approve Rosneft annual accounting (financial) statements for 2018.

Item 3 of the Agenda:

Approval of the Company profit distribution based on the 2018 results.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 3 of the Agenda:

To approve the following distribution of the Rosneft profit based on results for the fiscal year 2018:

	RUB mln
Revenue	6,968,248.04
General expenses	(6 342 549.96)
Balance of other income and costs	(191 860.00)
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	26,945.92
Net profit	460,784.01
Expenditures out of net profit including dividend payout:	274,598.78
1H 2018 results	154,521.43
2018 results	120,077.35
Retained amount	186,185.23

Item 4 of the Agenda:

The amount, timing and form of dividend payment based on performance in 2018.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 4 of the Agenda:

To pay dividends in the cash form based on 2018 fiscal year performance in the amount of 11 rubles and 33 kopecks. (eleven rubles thirty three kopecks) per one issued share.

To fix the date when the entities entitled to dividends are specified – June 17, 2019.

Dividends to nominee shareholders and trustees who are professional securities traders put into the Shareholders Register shall be paid out no later than July 1, 2019; and to other shareholders from the Shareholders Register - no later than July 22, 2019.

Item 5 of the Agenda:

Remuneration and compensation of expenses to the members of the Company Board of Directors.

Initiator of including the item into the Meeting Agenda: Rosneft Board of Directors.

Draft Resolution on Item 5 of the Agenda:

Approve the remuneration to the following members of the Company Board of Directors for the period when they performed their duties as follows:

- **Gerhard Schröder – to the amount of USD 600,000;**
- **Faisal Al-Suwaidi – to the amount of USD 530,000;**
- **Matthias Warnig – to the amount of USD 580,000;**
- **Oleg V. Vyugin – to the amount of USD 560,000;**
- **Ivan Glaserberg – to the amount of USD 530,000;**
- **Hans-Joerg Rudloff – to the amount of USD 580,000;**

Approve the compensation of all the expenses and costs incurred by the Rosneft Board members and associated with exercising of their functions.

Item 6 of the Agenda:

Remuneration and compensation of expenses to the members of the Company Audit Commission.

Initiator of including the item into the Meeting Agenda: Rosneft Board of Directors.

Draft Resolution on Item 6 of the Agenda:

Approve the remuneration to the members of the Audit Commission of the Company for the period when they performed their duties be approved as follows:

- **Olga A. Andrianova – RUB 220,000;**

- **Sergey I. Poma – RUB 220,000.**

Approve the compensation of all expenses incurred by the members of the Audit Commission of Rosneft when performing their duties.

Item 7 of the Agenda:

Election of the members of the Board of Directors of the Company.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 7 of the Agenda:

Elect 11 members to the Rosneft Board of Directors:

- 1. Faisal Alsuwaidi**
- 2. Hamad Rashid Al-Mohannadi**
- 3. Andrey R. Belousov**
- 4. Matthias A. Warnig**
- 5. Oleg V. Viyugin**
- 6. Robert W. Dudley**
- 7. Quintero O. Guillermo**
- 8. Alexander V. Novak**
- 9. Hans-Joerg Rudloff**
- 10. Igor I. Sechin**
- 11. Gerhard Schröder**

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

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

Faisal Alsuwaidi and Hamad Rashid Al-Mohannadi were proposed for election to the Rosneft Board of Directors by Rosneft shareholder – QH Oil Investments LLC.

Item 8 of the Agenda:

Election of the members of the Company Audit Commission.

Shareholder of Rosneft - JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on Item 8 of the Agenda:

Elect 5 members to the Rosneft Audit Commission:

- 1. Olga A. Andrianova**
- 2. Alexander E. Bogashov**

3. **Sergey I. Poma**
4. **Zakhar B. Sabantsev**
5. **Pavel G. Shumov**

O.A. Andrianov, A.E. Bogashov, Sergey I. Poma, Z.B. Sabantsev and P.G. Shumov were nominated to the Rosneft Audit Commission by Rosneft shareholder – JSC ROSNEFTEGAZ.

Item 9 of the Agenda:

Approval of the Company Auditor.

Shareholder of Rosneft – JSC ROSNEFTEGAZ shall be the initiator of bringing the issue on the agenda of the Meeting.

Draft Resolution on item 9 of the Agenda:

Approve Ernst and Young LLC as the Auditor of Rosneft Oil Company.