

DRAFT RESOLUTIONS
of Rosneft Annual General Shareholders Meeting based on the 2019 results
to be held on 2 June 2020
(hereinafter the "Meeting")

Agenda item No. 1:

Approval of the Company's Annual Report.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 1:

To approve Rosneft Annual Report for 2019.

Agenda item No. 2:

Approval of the Company's annual accounting (financial) statements.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 2:

To approve Rosneft annual accounting (financial) statements for 2019.

Agenda item No. 3:

Approval of the Company's profit distribution based on the 2019 results.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 3:

To approve the following distribution of the Rosneft profit based on results for the fiscal year 2019:

	RUB mln
Revenue	6,827,526.41
General expenses	(6,068,900.23)
Balance of other income and costs	(411,084.53)
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	48,984.57
Net profit	396,526.21
Expenditures out of net profit, including dividend payout:	354,085.12
1H 2019 results	162,576.05
2019 results	191,509.07
Retained amount	42,441.09

Agenda item No. 4:

The amount, term and form of dividend payment based on the 2019 results.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 4:

To pay dividends in the cash form based on 2019 fiscal year performance in the amount of 18 rubles and 07 kopecks (eighteen rubles seven kopecks) per one issued share.

To fix the date when the entities entitled to dividends are specified – June 15, 2020.

Dividends to nominee shareholders and trustees who are professional securities traders put into the Shareholders Register shall be paid out no later than June 29, 2020; and to other shareholders from the Shareholders Register - no later than July 20, 2020.

Agenda item No. 5:

Payment of remuneration and compensation of expenses of the members of the Company's Board of Directors.

The item was proposed by Rosneft Board of Directors.

Draft resolution on agenda item No. 5:

To approve remuneration of the following Board members for the period of their service in the following amounts:

- **Gerhard Schroeder – USD 600,000**
- **Hamad Rashid Al-Mohannadi – USD 530,000**
- **Faisal Alsuwaidi – USD 530,000**
- **Matthias Warnig – USD 580,000**
- **Oleg Viyugin – USD 560,000**
- **Hans-Georg Rudloff – USD 580,000**

To approve compensation of all costs and expenses incurred by the Board members of Rosneft in performing their duties.

Agenda item No. 6:

Payment of remuneration and compensation of expenses of the members of the Company's Audit Commission.

The item was proposed by Rosneft Board of Directors.

Draft resolution on agenda item No. 6:

To approve remuneration of the Audit Commission members for the period of their service in the following amounts:

- **RUB 220,000 for Olga A. Andrianova;**
- **RUB 220,000 for Sergey I. Poma.**

To approve compensation of expenses and costs incurred by the members of Audit Commission of Rosneft when performing their duties according to the established procedure.

Agenda item No. 7:

Election of the Company's Board of Directors.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 7:

To elect the following 11 persons to Rosneft Board of Directors:

- 1. Faisal Alsuwaidi**
- 2. Hamad Rashid Al-Mohannadi**
- 3. Matthias Warnig**
- 4. Oleg Viyugin**
- 5. Robert Warren Dudley**
- 6. Bernard Looney**
- 7. Alexander Novak**
- 8. Maxim Oreshkin**
- 9. Hans-Georg Rudloff**
- 10. Igor Sechin**
- 11. Gerhard Schroeder**

Matthias Warnig, Oleg Viyugin, Alexander Novak, Maxim Oreshkin, Hans-Georg Rudloff, Igor Sechin and Gerhard Schroeder have been nominated to the Board of Directors by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Robert Warren Dudley and Bernard Looney have been nominated to Rosneft Board of Directors by a Rosneft shareholder, BP Russian Investments Limited.

Faisal Alsuwaidi and Hamad Rashid Al-Mohannadi have been nominated to Rosneft Board of Directors by a Rosneft shareholder, QH Oil Investments LLC.

Agenda item No. 8:

Election of the Company's Audit Commission.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 8:

To elect the following 5 persons to Rosneft Audit Commission:

- 1. Olga Andrianova**
- 2. Tatyana Zobkova**
- 3. Sergey Poma**
- 4. Zakhar Sabantsev**
- 5. Pavel Shumov**

Olga Andrianova, Tatyana Zobkova, Sergey Poma, Zakhar Sabantsev and Pavel Shumov have been nominated to Rosneft Audit Commission by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Agenda item No. 9:

Approval of the Company's auditor.

The item was proposed by a Rosneft shareholder, JSC ROSNEFTEGAZ.

Draft resolution on agenda item No. 9:

To approve Ernst & Young LLC as the Company's auditor.