

**Draft resolutions on agenda items of the  
Extraordinary General Meeting of Shareholders of  
JSC Gazprom Neft,  
30.09.2014**

***Agenda:***

1. *Payment of dividends for the first half of 2014.*
2. *Approval of a new version of the Regulation on the Board of Directors of JSC Gazprom Neft.*
3. *Approval of a new version of the Regulation on the General Meeting of Shareholders of JSC Gazprom Neft.*
4. *Approval of a related-party transaction, which JSC Gazprom Neft may enter into in the future in the ordinary course of business.*

***Draft resolution on agenda item 1:***

To pay dividends for the first half of 2014 in cash in the amount of 4.62 rubles per ordinary share; to set 17 October 2014 as the record date for the list of persons entitled to receive dividends; to set the following periods for dividend payment: no later than 31 October 2014 to nominee shareholders and trustees (professional securities market participants) included in the shareholder register, and no later than 25 November 2014 to other persons included in the shareholder register; and to make payment of dividends in the manner prescribed in the shareholder register.

***Draft resolution on agenda item 2:***

To approve the new version of the Regulation on the Board of Directors of JSC Gazprom Neft.

***Draft resolution on agenda item 3:***

To approve the new version of the Regulation on the General Meeting of Shareholders of JSC Gazprom Neft.

***Draft resolution on agenda item 4:***

To approve a related-party transaction, which JSC Gazprom Neft may enter into in the future in the ordinary course of business, being a contract between JSC Gazprom Neft (the Supplier) and JSC Mosenergo (the Buyer) for the supply of between 5.0 and 8.5 billion cubic meters of gas per year in the period from 2020 to 2029 for a maximum sum of 410,000,000,000 (four hundred and ten billion) rubles, excluding VAT.