

APPROVED
by the General Meeting of Shareholders of
Company
(Minutes № _____ dated _____)

REGULATIONS
on the Board of Directors
of Public Joint Stock Company
Gazprom Neft

new version

2018

1. General Provisions

1.1. These Regulations on the Board of Directors of Public Joint Stock Company Gazprom Neft (hereinafter “the Regulations”) have been prepared in compliance with the current legislation of the Russian Federation, the Articles of Association of Public Joint Stock Company Gazprom Neft (hereinafter “the Company”) and the Company’s main corporate governance principles, with the intention of enhancing the efficiency and transparency of the Company’s internal corporate governance mechanisms, improving the system of control and accountability of its management bodies, and guaranteeing shareholder rights.

1.2. The Board of Directors of the Company (hereinafter “the Board of Directors”) ensures implementation by the Company of the goals and objectives set out in Company Articles of Association.

1.3. The main objectives of the Board of Directors are to define the Company development strategy for the purposes of increasing its capitalization and investment attractiveness, define principles of disposal of the Company’s assets and ensure efficient system of control over the Company’s performance and results of its financial and operational activities.

1.4. In its work the Board of Directors adheres to the laws of the Russian Federation, the Company Articles of Association, resolutions of the General Meeting of Shareholders of the Company (hereinafter “the General Meeting of Shareholders”), these Regulations and other internal Company documents.

1.5. The Board of Directors acts in the interests of the Company and its shareholders and is accountable to the General Meeting of Shareholders.

2. Competences of the Board of Directors

2.1. The competences of the Board of Directors are determined by the Federal Law "On Joint Stock Companies" and by the Company Articles of Association.

2.2. The Board of Directors is responsible for overall management of the Company, except for matters, which are made the responsibility of the General Meeting of Shareholders by the Federal Law "On Joint Stock Companies".

2.3. Matters that are the responsibility of the Board of Directors may not be delegated to executive bodies of the Company.

2.4. Responsibilities of the Board of Directors include definition of Company strategy, policy and basic business principles in the spheres of investment and borrowing, risk management and disposal of property, and in other spheres, and also ensuring that such principles are implemented.

The Board of Directors also monitors corporate governance practices in the Company and plays a key role in significant corporate events of the Company.

3. Composition and Term of Office of the Board of Directors

3.1. The number of members of the Board of Directors is determined by the resolution of the General Meeting but shall not be less than 9 members, and the Board of Directors shall be formed in such a way as to ensure a balance of professionalism, knowledge and experience in order to properly perform the duties of the Board of Directors for the benefit of the Company taking into account the Company development strategy.

3.2. Only individuals (shareholders and non-shareholders) may be members of the Board of Directors.

In order to achieve a balance of interests, the Board of Directors may include members of the Board of Directors recognized as:

- Executive Directors (employees of the Company);
- nonexecutive Directors;
- independent Directors.

For the purposes of recognition of a member of the Board of Directors as an independent Director, the Company shall be guided by the provisions of the Corporate Governance Code recommended by the Central Bank of the Russian Federation (Bank of Russia) when Russian or foreign laws are applied to the Company, as well as standards adopted in the practice of trade organizers that establish criteria for independence of members of the Board of Directors other than those established by the Corporate Governance Code recommended by the Bank of Russia, with the status and number of independent members of the Board of Directors for the respective purposes being determined in accordance with the latter.

In some cases of exceptional nature, the Board of Directors may recognize a member of the Board of Directors (a candidate for the Board of Directors) to be independent despite any formal criteria of such person being connected with the Company or its controlling entity, partner, contractor, client, competitor, federal or local authority if such connection does not affect such person's ability to make independent, unbiased and fair judgments.

3.3. Members of the Company's Management Board (hereinafter "the Management Board") may not exceed one quarter of all members of the Board of Directors.

3.4. Members of the Board of Directors may not be members of the Company's Audit Committee (hereinafter "the Audit Committee").

3.5. The Chief Executive Officer of the Company (hereinafter "the CEO") may not simultaneously hold the position of the Company's Chairman of the Board of Directors (hereinafter "the Chairman of the Board of Directors").

3.6. Members of the Board of Directors are elected by the General Meeting of Shareholders for the period until the next Annual General Meeting of Shareholders. If the Annual General Meeting of Shareholders is not held within the time limits set by the Company Articles of Association, the competences of the Board of Directors are terminated, except for the competence to prepare, convene and hold the Annual General Meeting of Shareholders.

3.7. If a member of the Board of Directors retires, the competences of the remaining members of the Board of Directors shall not be terminated except in the cases provided for in Paragraph 9.5. of these Regulations.

3.8. Early termination of the competences of the Board of Directors by a resolution of the General Meeting of Shareholders is only possible in respect of all members of the Board of Directors.

4. The Chairman and Deputy Chairman of the Board

4.1. The Chairman of the Board of Directors and Deputy Chairman of the Board of Directors are elected by members of the Board from among its members by a majority of the total number of votes of elected members of the Board of Directors.

4.2. The Board of Directors may at any time re-elect its Chairman or his or her Deputy by a majority of the total number of votes of the elected members of the Board of Directors.

4.3. The Chairman of the Board of Directors organizes the work of the Board of Directors, convenes and presides at meetings of the Board of Directors, ensures the

keeping of minutes at meetings, presides at the General Meeting of Shareholders, signs contracts with the CEO and members of the Management Board on behalf of the Company, and performs other functions prescribed by the Company Articles of Association and these Regulations.

4.4. The functions of the Chairman of the Board of Directors in his or her absence are carried out by the Deputy Chairman of the Board of Directors, and in the absence of the Chairman and his or her Deputy they are carried out by any Board member as decided by the Board.

4.5. The first meeting of the Board of Directors after the election thereof can be convened by any member of the Board of Directors.

5. Rights, Duties and Responsibilities of Members of the Board of Directors

5.1. In exercising their rights and performing their duties members of the Board of Directors are bound to act in the interests of the Company and to exercise their rights and fulfil their duties with respect to the Company in good faith and reasonably.

5.2. Members of the Board of Directors have the right to:

- examine the regulatory, accounting, reporting, financial and other documents and materials of the Company (including full audit reports and minutes of meetings of the Management Board) which are required for resolving matters in the competence of the Board of Directors, and also to request the Company's CEO to provide other information relating to Company business;

- request convening a meeting of the Board of Directors;
- propose items for inclusion in the agenda of the meeting of the Board of Directors;
- get informed of the Board of Directors meeting plan;
- discuss at meetings of the Board of Directors issues related to the activities of the Company, to make proposals and vote on all issues on the agenda of the meeting of the Board of Directors (with the exception of issues related to consent to or subsequent approval of the Company's interested-party transactions if, in accordance with the Federal Law "On Joint Stock Companies" and/or the Company Articles of Association such members are recognized as persons having interest in respective transactions);

- require that respective entries are made in the minutes of the meeting of the Board of Directors if they have special opinion on the agenda and decisions made;

- get informed of the minutes of meetings of the Board of Directors and its committees, receive copies of such minutes;

- request and receive information and documents necessary for members of the Board of Directors to perform their duties related to the activities of legal entities controlled by the Company including accounting documents of legal entities controlled by the Company and other documentation to the same extent as the Company itself has access to the specified information and documents, receive copies of relevant documents;

- exercise other rights provided by the legislation of the Russian Federation, the Company Articles of Association, these Regulations, other internal documents of the Company, and in case of any agreements between members of the Board of Directors and the Company – provided by such agreements.

5.3. The Secretary of the Board of Directors, as well as officials or employees of the Company shall provide access for members of the Board of Directors to requested documents and information and shall provide, upon request, copies of necessary documents and materials within five calendar days from the date of receipt of such request.

5.4. During the period of performance of their duties and subject to a resolution by the General Meeting of Shareholders, members of the Board of Directors may receive remuneration and/or reimbursement of expenses associated with the performance of their

functions as members of the Board of Directors. The amounts of such remuneration and reimbursement are set by the General Meeting of Shareholders.

5.5. Members of the Board of Directors shall be guided in their work by the laws of the Russian Federation, the Company Articles of Association, resolutions of the General Meeting of Shareholders, these Regulations and the Company's internal documents.

5.6. Members of the Board of Directors shall:

- not disclose and not use confidential information on the Company's activities and legal entities controlled by the Company for personal interests or for the benefit of third parties;

- refrain from actions that will or may lead to a conflict between their interests and the interests of the Company, and in the presence or occurrence of such a conflict immediately inform the Chairman and/or Secretary of the Board of Directors;

- to bring to the Company's notice, in the manner prescribed by the Bank of Russia in the form of notification, information on the occurrence of circumstances under which members of the Board of Directors may be recognized as being interested in the Company's transactions as well as all changes in such information;

- attend meetings of the Board of Directors in person and timely provide completed ballots in case of absentee voting. Attendance by members of the Board of Directors of meetings of the Board of Directors in person can also be provided through the use of video conferencing systems. If attendance in person is not possible, a member of the Board of Directors shall notify the Board of Directors stating the reasons and may submit a written opinion on agenda items, in accordance with these Regulations.

5.7. Members of the Board of Directors shall, within 2 months from the date when they knew or should have known about the occurrence of any circumstances under which they may be recognized as interested in the Company's transactions, notify the Company of: :

- legal entities in respect of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted and/or their controlled entities are controlling entities or have the right to give mandatory instructions;

- legal entities, in which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted and/or their controlled entities are serve as officers of management bodies;

- planned transactions known to them or to be carried out by them, in which they may be defined as related parties.

In case of any changes in the above information after it is received by the Company, members of the Board of Directors shall notify the Company of any such change of information within 14 days from the date when they knew or should have known about any such change.

Members of the Board of Directors shall inform the Company of:

- ownership by the Board member of securities of the Company, including their number and category (type), and the sale and/or purchase of securities of the Company, as well as the number of shares of each category (type) which may be acquired by the member in the exercise of his or her rights relating to Company options.

- any family relationships with other persons in the management bodies of the Company and/or bodies, which supervise Company finances and business.

The interest of a member of the Board of Directors in the Company's transactions is determined in accordance with Article 81 of the Federal Law "On Joint Stock Companies".

Members of the Board of Directors shall report essential contact information to the secretary of the Board of Directors, including a postal address, contact telephone number, fax and e-mail address.

5.8. Members of the Board of Directors shall be liable to the Company for damages caused to the Company by their culpable actions (or inaction), unless other grounds of liability are established by federal law.

Board members who voted against a resolution that caused losses to the Company or did not participate in the vote are not liable to the Company.

5.9. The Board of Directors shall ensure evaluation of the quality of work performed by the Board of Directors, its committees and members of the Board of Directors. The procedure (methodology) of such evaluation is approved in advance by the Board of Directors Personnel and Remuneration Committee.

The Board of Directors may engage an external entity (consultant) determined by the Board of Directors on the basis of proposal of the Personnel and Remuneration Committee, to conduct an independent evaluation of the quality of work performed by the Board of Directors.

The Company discloses information on the evaluation of the Board of Directors in the Company's Annual Report.

6. Secretary of the Board of Directors

6.1. Administrative support to the work of the Board of Directors is provided by the Secretary of the Board of Directors.

6.6. Functions, rights and responsibilities of the Secretary of the Board of Directors are defined in accordance with the provisions of the Company Articles of Association and the Company's internal documents regulating job duties of the Secretary of the Board of Directors.

7. Work Plan of the Board of Directors

7.1. Meetings of the Board of Directors are held on the basis of the Board's work plan, which is prepared in accordance with proposals of the Chairman and members of the Board of Directors, the Management Board, the CEO, the Audit Committee and the auditor of the Company.

7.2. Proposals for inclusion in the work plan of the Board of Directors are made no later than 30 calendar days prior to the beginning of the planning period (half-year, year). A proposal for inclusion in the work plan of the Board of Directors shall include:

- details of the individual (body) making the proposal;
- wording of the matters, proposed for consideration by the Board of Directors;
- justification for raising the matters;
- proposed times for consideration of the matters;
- signature of the person (head of the body) making the proposal.

7.3. The Chairman of the Board of Directors shall supervise preparation of the draft work plan of the Board of Directors.

7.4. The Chairman of the Board of Directors shall submit the work plan to the Board of Directors for approval.

8. Convening a Meeting of the Board of Directors

8.1. The Board of Directors is convened by the Chairman of the Board of Directors in

accordance with the approved work plan of the Board or on his or her own initiative or at the request of a member of the Board of Directors, the Management Board, the CEO, the Audit Committee or the Company auditor.

8.2. A request for the convening of a meeting of the Board of Directors shall include:

- details of the person (body) making the request;
- the wording of matters in the meeting agenda;
- justification for raising the matters;
- documents and other materials that are required for consideration of the matters;
- signature of the person (head of the body) requesting the meeting.

8.3. The person making the request may propose a date for convening a meeting of the Board of Directors and a draft resolution on the agenda matters.

A request to convene a meeting containing the date, on which the meeting is to be convened, is submitted to the Board of Directors no later than thirty calendar days before the proposed date, except for requests concerning matters that require a rapid decision.

8.4. The Chairman of the Board of Directors takes one of the following decisions within five calendar days from the date of submission of the request to convene a meeting of the Board of Directors:

- to convene a meeting of the Board of Directors (or to include the matter in the agenda of the next regular meeting) within 30 calendar days, unless the law stipulates a different period for decision-making on the matter;
- to refuse to call a meeting.

The Chairman of the Board of Directors communicates his or her decision to the person (head of a body) who made the request and also to members of the Board of Directors and to the CEO.

8.5. The Chairman of the Board of Directors may refuse to convene a meeting of the Board of Directors, if the matter of the meeting was proposed by an unauthorized person or if it is not within the competence of the Board of Directors, and also if the request to convene a meeting of the Board of Directors does not contain the information required by Clause 8.2 of these Regulations.

8.6. In accordance with the Federal Law "On Joint Stock Companies", the Chairman of the Board of Directors is obliged to convene a meeting of the Board of Directors:

- to consider proposals by shareholders for the inclusion of items in the agenda of the Annual General Meeting of Shareholders and for candidatures to the governing and supervisory bodies of the Company;
- to resolve on the convening of the Annual General Meeting of Shareholders and on other matters relating to its convening and conduct, as prescribed by the Federal Law "On Joint Stock Companies", the Company Articles of Association and the Regulations on the General Meeting of Shareholders;
- to resolve on convening or not convening an Extraordinary General Meeting of Shareholders at the request of shareholders, the Audit Committee or the Company auditor;
- to convene an Extraordinary General Meeting of Shareholders for the election of a new Board of Directors in instances when the number of its members does not provide a quorum for making resolutions;
- to form a new composition of the Management Board in cases when the number of its members does not provide a quorum for making resolutions;
- to convene an extraordinary General Meeting of Shareholders in cases stipulated by the laws of the Russian Federation.

8.7. The agenda of a regular meeting of the Board of Directors is formed and approved by the Chairman of the Board on the basis of the work plan of the Board, and on the basis of requests from persons (bodies) for convening of a meeting, which have been received in accordance with applicable law and with these Regulations.

8.8. No later than 15 calendar days prior to the date of a meeting of the Board of Directors the Chairman of the Board of Directors sends written notification of the convening of a meeting of the Board of Directors to all Board members, stating:

- the date, time and place of the meeting (if conducted in the form of joint attendance);
- the persons invited to the meeting (if conducted in the form of joint attendance);
- items on the agenda of the meeting.

The following are attached to the notification:

- draft resolutions of the Board of Directors;
- justification for approving the proposed resolutions;
- documents and other information materials;
- a voting ballot (in the case of a meeting by voting in absentia) with indication of when the ballot is to be submitted to the Board of Directors.

The written notification of the meeting is sent to members of the Board of Directors in the manner ensuring prompt delivery thereof (may be delivered in person with signed acknowledgement or by post, fax, telegraph, telex, electronic mail or other means of communication including special software).

If necessary, the deadline for notification of the members of the Board of Directors may be shortened by the decision of the Chairman of the Board of Directors.

8.9. A draft resolution of the Board of Directors and materials of a confidential nature containing information, which represents a trade or professional secret, are submitted to the Board of Directors marked "confidential" or "commercial secret".

8.10. The procedure for preparing and presenting materials for meetings of the Board of Directors is established by an internal Company document approved by the Board.

8.11. In the event of circumstances that make it impossible or difficult to hold a meeting of the Board of Directors at the venue and/or at the time, of which the members of the Board of Directors have been notified, a meeting with the same agenda may be held at a different venue and/or at another time. Such a meeting shall take place no later than 10 calendar days from the date of the canceled meeting.

Notification of the change of venue, and/or time of the Board meeting is sent to all Board members with due account for the normal time required for the arrival of Board members at the meeting. Notification of such changes is sent to members of the Board of Directors in any form, which ensures its receipt.

8.12. Start time of meetings of the Board of Directors may not be appointed during the night (from 22.00 to 06.00 local time).

A meeting of the Board of Directors may not be held at a place and time that creates substantial obstacles to attendance at the meeting for the majority of Board members or makes such attendance impossible, including the holding of a meeting in industrial premises or other premises or places where the normal work of the Board of Directors cannot be carried out.

9. Procedure for Conduct of Meetings and Resolutions by the Board of Directors

9.1. The Chairman of the Board of Directors organizes the conduct of Board meetings in accordance with the agenda.

The rules for holding meetings of the Board of Directors are determined by the Chairman of the Board of Directors.

9.2. The form of the meeting of the Board of Directors is determined taking into account the importance of the items on the agenda.

For consideration by the members of the Board of Directors of the most important issues of the Company's activity, the Board of Directors seeks to hold meetings in person at least once a quarter. In particular, the following issues are to be considered at meetings in person (unless otherwise decided by the Chairman of the Board of Directors):

- approval of priority activities including consideration of the Company's strategy and report on implementation thereof;
- approval of long-term plans and main programs of the Company, hearing of reports on results of implementation thereof;
- convocation of the annual General Meeting of Shareholders and passing of resolutions necessary for convening and holding thereof, as well as refusal to convene an extraordinary General Meeting of Shareholders;
- preliminary approval of the Company's annual report;
- introduction of issues related to reorganization (including determination of the Company's shares conversion rate) or liquidation of the Company for consideration by the General Meeting of Shareholders;
- consideration of the essential aspects of activities of legal entities controlled by the Company;
- issues related to receipt by the Company (or submission to the Company), in accordance with the provisions of Chapter XI.1 of the Federal Law "On Joint Stock Companies", of mandatory or voluntary offer to purchase its shares, notification of the right to call for redemption of its shares, or call for redemption of its shares;
- issues related to the increase in the Company's Articles of Association capital (including determination of the price of the property contributed to the payment of additional shares issued by the Company);
- consideration of financial activities of the Company for the reporting period (half-year, year);
- issues related to listing and delisting of the Company's shares and securities convertible into the Company's shares.

9.3. The following persons may be invited to attend a meeting of the Board of Directors: members of the executive bodies of the Company and members of the Audit Committee, a representative of the Company auditor, government representatives, persons who have prepared information and materials on the subjects to be considered by the meeting, employees of the Company and its subsidiaries, and other persons.

9.4. The Chairman of the meeting ensures order and respect for the rules of the meeting, business-like and constructive consideration of the agenda items and respect for the rights of members of the Board of Directors to discuss the items.

If necessary, the Board may break its the meeting for no more than three calendar days. The meeting must be resumed with the same agenda within this period.

At the end of consideration of each agenda item the Chairman of the meeting announces the results of voting and the resolution, which has been made on the item.

9.5. The quorum for conduct of a meeting of the Board of Directors with agenda items, resolutions on which are taken by majority vote of the Board members participating in

the meeting, is more than half of the elected members of the Board of Directors.

If the number of members of the Board of Directors falls below the quorum described above, the Board convenes an Extraordinary General Meeting of Shareholders to elect a new membership of the Board of Directors.

9.6. Resolutions of the Board of Directors are approved by a majority vote of the Board members participating in the meeting, unless the Federal Law "On Joint Stock Companies" and the Company Articles of Association provide otherwise.

The written opinion of a member of the Board of Directors who is not present at the meeting may be taken into account for purposes of making a quorum and for the results of voting on agenda items provided that the following conditions are simultaneously met:

- the written opinion on the agenda item was received by the Board of Directors prior to the meeting;
- the Board member clearly defined his position on the item, by stating in the written opinion whether he votes "for" or "against" the draft resolution, or whether he abstains from voting;
- more than half of the elected members of the Board of Directors are present in person at the meeting.

A written opinion containing amendments and comments on the proposed draft resolution is not taken into account for calculating a quorum and the results of voting. A written opinion is also not taken into account for calculating a quorum and the results of voting if amendments to the draft resolution have been made at the meeting of the Board of Directors.

If the written opinion was not sent to members of the Board of Directors before the date of the meeting, the presiding officer shall read out the written opinion at the meeting.

Written opinions are taken into account for calculating a quorum and the results of voting for each agenda item separately.

9.7. Resolutions of the Board of Directors on the following matters shall be approved unanimously, that is by all elected members of the Board of Directors:

- referral for consideration by the General Meeting of Shareholders and inclusion in the agenda of the General Meeting of Shareholders of matters concerning reorganization or liquidation of the Company and the appointment of a liquidation commission;
- carrying out of a major transaction involving property worth between 25 and 50 percent of the book value of the assets of the Company on the date when the decision to carry out of transaction was taken;
- increase of the Company's authorized capital by the placement of new shares within the limits set by authorized capital;
- placement by the Company of bonds and other issue securities in the cases provided by the Federal Law "On Joint Stock Companies".

The votes of retired members of the Board of Directors are not taken into account when the Board of Directors votes on resolutions that require unanimity.

9.8. Resolutions on the following matters are made by a qualified majority (at least two-thirds) of the votes of elected members of the Board of Directors:

- refusal to convene an Extraordinary General Meeting of Shareholders;
- refusal to include an item in the agenda of the General Meeting of Shareholders or a candidate in the list of candidates for election to the Board of Directors and Audit Committee in instances provided for, respectively, by Clause 6 of Article 55 and Clause 5 of

Article 53 of the Federal Law "On Joint Stock Companies".

When the Board of Directors makes decisions that require a qualified majority of votes, the votes of the retired members of the Board of Directors are not taken into account.

9.9. A resolution to give consent to or subsequently approve a related-party transaction or to determine the market value of property or services being disposed of or acquired is made by the Board of Directors in the manner provided by the Federal Law "On Joint Stock Companies" and the Company Articles of Association.

9.10. Resolutions of the Board of Directors that require unanimity or a qualified majority of votes are only made at in-person meetings of the Board of Directors by means of a vote carried out at the meeting.

Other resolutions of the Board of Directors may be made by voting in absentia (by poll).

9.11. Members of the Board of Directors shall participate in meetings in person. The appointment by members of the Board of Directors of representatives to take part in a meeting of the Board of Directors or an instruction to another person, including another member of the Board, to sign a voting ballot when a resolution is made by poll shall not be permitted.

9.12. Each member of the Board of Directors shall have one vote, with the exception of instances provided for in Clause 9.9 of these Regulations. Transfer by a member of the Board of his or her right to vote to any other person, including another member of the Board of Directors, shall not be permitted.

In case of a tie in voting by the Board of Directors, the deciding vote is cast by the Chairman of the Board of Directors.

The Deputy Chairman of the Board of Directors or another member of the Board of Directors, who is carrying out the functions of the Chairman of the Board in the latter's absence, do not have the right of a casting vote at meetings of the Board of Directors.

9.13. Within 30 days after the General Meeting of Shareholders at which the Board of Directors was elected the first meeting of the Board of Directors is held to elect the Chairman and Deputy Chairman, form the Committees, and elect the Chairmen of the Committees of the Board of Directors.

10. Procedure for Voting in Absentia

10.1. A decision on voting in absentia is taken by the Chairman of the Board of Directors.

10.2. For the purposes of voting in absentia all members of the Board of Directors shall be sent notification of the conduct of voting in absentia that meets the requirements of Clause 8.8 of these Regulations.

Ballot papers shall indicate the date for submission of completed ballots to the Board of Directors.

Notifications of the conduct of voting in absentia are sent to members of the Board of Directors no later than 15 calendar days before the date for submission to the Board of completed ballots.

If necessary, the deadline for notification of the members of the Board of Directors may be shortened by the decision of the Chairman of the Board of Directors.

10.3. Ballots completed and signed personally by the members of the Board of Directors are submitted to the Secretary of the Board.

10.4. Members of the Board of Directors whose ballots are received by the Board of Directors not later than the date specified in the ballot are considered to have taken part in the vote in absentia.

10.5. A ballot may be declared invalid in whole or in part for certain agenda items if there are marks in more than one of the boxes designed to record voting possibilities on an agenda item or in case the ballot has not been signed by a voting member of the Board of Directors and also if the ballot contains amendments and or comments on the draft resolution.

10.6. Minutes are prepared to record the results of voting in absentia as prescribed by Section 11 of these Regulations.

11. The Procedure for Implementation of Resolutions by the Board of Directors

11.1. The Secretary of the Board of Directors keeps minutes of a meeting of the Board of Directors.

Minutes of a meeting of the Board of Directors are made no later than 3 calendar days after the date of the meeting.

The minutes of the meeting include:

- the place and time of the meeting;
- the members of the Board of Directors present at the meeting;
- members of the Board of Directors who submitted their written opinions;
- persons invited to the meeting;
- the meeting agenda;
- items put to the vote, and the results of voting;
- resolutions, which were made.

Minutes of a meeting of the Board of Directors are signed by the person presiding at the meeting, who is responsible for the accuracy of the minutes.

Minutes of a meeting of the Board of Directors are accompanied by written opinions of the members of the Board of Directors if those opinions were taken into account when determining the quorum and the results of voting on the agenda (model minutes of the meeting of the Boards of Directors is attached hereto).

11.2. When the Board of Directors makes resolutions by a vote in absentia the minutes of the meeting (voting in absentia) include:

- the date of preparation of the minutes;
- the members of the Board of Directors who had timely submitted filled ballot papers;
- the agenda of the meeting;
- the matters put to vote, and the results of the voting;
- the resolutions made.

Minutes of the meeting (of voting in absentia) shall be completed no later than three calendar days after the date set for the submission of completed ballots.

Minutes of the meeting (of voting in absentia) are signed by the Chairman of the Board of Directors. Ballots signed by the members of the Board of Directors are attached to the minutes (model minutes of the meeting of the Board of Directors for voting in absentia is attached hereto).

11.3. Signed copies of the minutes of meetings and/or resolutions are sent or handed to the members of the Board of Directors and the CEO.

11.4. Minutes of meetings of the Board of Directors are presented to the Audit Committee and the Company auditor at their request.

12. Monitoring Implementation of Resolutions by the Board of Directors

12.1. Based on received copies of minutes and/or resolutions of the Board of Directors scheduled for immediate implementation, the CEO issues an order for implementation of the resolutions approved by the Board of Directors with indication of implementation deadlines and responsible persons.

Resolutions of the Board of Directors that have a long term of implementation are recorded in a special electronic Implementation Tracking System which specifies the content of the resolution (order), deadlines and responsible persons.

12.2. Any member of the Board of Directors has the right at any time to request the CEO to provide information on the results of implementation of resolutions of the Board of Directors.

13. Committees and Commissions of the Board of Directors

13.1. In order to ensure that Board resolutions are sound and effective, the Board of Directors may create permanent committees of the Board of Directors, including the Audit Committee and the Personnel and Remuneration Committee, as well as temporary committees to address specific issues.

13.2. The main functions of the committees are preliminary comprehensive study of matters, in which they are specialized and which are in the competence of the Board of Directors, and making recommendations to the Board of Directors on these matters.

13.3. Board committees are formed and operate in accordance with Regulations on the committees, which are approved by the Board of Directors, and their activities are guided by the laws of the Russian Federation, the Company Articles of Association, internal documents of the Company and the decisions of its governing bodies.

13.4. The Board of Directors may create Board commissions for the study of certain aspects of Company business and specific projects.

14. Identification and Prevention of Conflict of Interests among Members of the Board of Directors

14.1. Members of the Board of Directors shall refrain from any actions that will or may lead to a conflict of interest.

14.2. If any member of the Board of Directors has a potential conflict of interest including interest in any transaction to be entered into by the Company such member of the Board of Directors shall notify the Board of Directors thereof by giving a notice to the Chairman of the Board of Directors or the Secretary of the Board of Directors. The notice shall contain information both about the fact of the conflict of interest and about the reasons for such a conflict. The information on the conflict of interest, including interest in a transaction, shall be included in the materials provided to the members of the Board of Directors at the meeting. Such information shall in any case be provided prior to the discussion of the issue in which such member of the Board of Directors has a conflict of interest at the meeting of the Board of Directors or its Committee at which such member of

the Board of Directors is expected to be present.

14.3. The Chairman of the Board of Directors, in cases when the nature of the discussed issue or the specifics of the conflict of interest so require, has the right to propose that the member of the Board of Directors who has the corresponding conflict of interest is not present at the meeting when this issue is discussed.

14.4. Members of the Board of Directors and related persons are prohibited from accepting gifts from parties interested in making decisions, as well as from enjoying any other direct or indirect benefits provided by such persons (except for symbolic tokens of appreciation in accordance with generally accepted rules of courtesy or souvenirs given in the course of official events).

15. Final Provisions

15.1. These Regulations, and additions and amendments hereto, shall take effect from the date of its approval by the General Meeting of Shareholders.

15.2. In the event that individual provisions of these Regulations are in conflict with the laws of the Russian Federation and/or the Company Articles of Association, they become void and the relevant standards of Russian legislation and/or the Company Articles of Association are applied. The invalidity of individual provisions of these Regulations shall not entail the invalidity of other provisions and of the Regulations as a whole.

15.3. From the date when these Regulations enter into effect, the Regulations on the Board of Directors approved by the General Meeting of Shareholders of JSC Gazprom Neft (Minutes No. 0101/02 dated 02.10.2014) shall become invalid.

Appendix 1
to Regulations on the Board of Directors
of Gazprom Neft PJSC

MINUTES
of the Meeting of the Board of Directors

_____ “ ____ ”, _____

No. _____

Venue of the meeting: _____.

Time of the meeting: from __:__ to __:__ _____ “ ____ ”, 20__

Chairman of the Meeting: _____

Members of the Board of Directors of Gazprom Neft PJSC present at the meeting:
[names of the members of the Board of Directors] _____

When determining the quorum and the results of voting on __ issues on the agenda, written opinions of the following members of the Board of Directors of Gazprom Neft PJSC were taken into account: [names of the members of the Board of Directors].

Present at the meeting are __ members of the Board of Directors of __. Quorum is present.

The following persons invited to the meeting are present: [names of invited persons].

Meeting Agenda:

1. ...
2. ...

Item 1. _____

Heard: _____, who _____¹.

The issue put to vote: _____

Voting results:

1. [name of the member of the Board of Directors] _____ –
«FOR»/«AGAINST»/«ABSTAINED».

2. ...
«FOR» – __ votes, «AGAINST» – __ votes, «ABSTAINED» – __ votes.

Resolved: _____.

Item 2. _____

Heard: _____, who _____².

¹ Specify the key points of speeches and names of speakers on each item on the agenda of the meeting of the Board of Directors.

² Specify the key points of speeches and names of speakers on each item on the agenda of the meeting of the Board of Directors.

The issue put to vote: _____

Voting results:

1. [name of the member of the Board of Directors] –
«FOR»/«AGAINST»/«ABSTAINED».

2. ...

«FOR» – ___ votes, «AGAINST» – ___ votes, «ABSTAINED» – ___ votes.

Resolved: _____.

Chairman of the Meeting

[signature]

[Name]

Appendix 2
to Regulations on the Board of Directors
of Gazprom Neft PJSC

MINUTES
of the Meeting of the Board of Directors

_____ “ ____ ”, _____

No. _____

Form of the meeting: absentee vote.

Date of the meeting: _____ “ ____ ”, _____

[the date is specified on or before which the members of the Board of Directors shall be provided with filled ballots]

Members of the Board of Directors of Gazprom Neft PJSC who submitted their ballots for voting: [names of the members of the Board of Directors].

Took part in the meeting ____ members of the Board of Directors of _____. Quorum is present.

Meeting Agenda:

1. ...
2. ...

Item 1. _____

The issue put to vote: _____

Voting results:

1. [name of the member of the Board of Directors] –
«FOR»/«AGAINST»/«ABSTAINED».

2. ...
«FOR» – ____ votes, «AGAINST» – ____ votes, «ABSTAINED» – ____ votes.

Resolved: _____.

Item 2. _____

The issue put to vote: _____

Voting results:

1. [name of the member of the Board of Directors] –
«FOR»/«AGAINST»/«ABSTAINED».

2. ...
«FOR» – ____ votes, «AGAINST» – ____ votes, «ABSTAINED» – ____ votes.

Resolved: _____.

Chairman of the Board of Directors [signature]

[Name]