



PUBLIC JOINT STOCK COMPANY GAZPROM NEFT  
(GAZPROM NEFT PJSC)

## MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

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19 April 2019

no. 0101/01

Full corporate name: Public Joint Stock Company Gazprom Neft (hereinafter also referred to as “the Company” or “Gazprom Neft PJSC”).

Registered address: Russian Federation, St Petersburg.

Type of the General meeting of shareholders: extraordinary (hereinafter also referred to as “the meeting”).

Form of the meeting – absentee voting.

Submission of completed ballots: by 6 pm, 19 April 2019.

A date as of which the persons entitled to attend the meeting are determined (recorded): 26 March 2019 (close of the business day).

Mailing address for return of completed ballots: ul. Pochtamtskaya 3–5, 190000 St Petersburg, Gazprom Neft PJSC.

Name of the registrar acting as the Counting Commission: Joint-Stock Company, Specialized Registrar – Register-Keeper for Gas Industry Shareholders (JSC DRAGA).

Meeting Chairman: A.B. Miller

Meeting Secretary: V.V. Nenadyshina.

### Agenda

1. On determining the number of members of the Board of Directors of Gazprom Neft PJSC.

The total number of votes held by holders of voting shares is 4,741,299,639.

As at 26 March 2019, a date as of which persons entitled to attend the meeting are determined (recorded), the number of votes for outstanding voting shares held by those persons included in the List of persons entitled to attend the meeting and vote on the item of the agenda was: 4,740,494,996.

Nominee shareholders registered in the shareholders' register failed to present information on persons made accountable for their shareholding rights with respect to 804,643 shares.

As of deadline for submission of completed ballots (19 April 2019), the number of votes carried by those persons who attended the meeting on item of the Agenda, was 4,574,212,091, representing 96.4759% of the total number of votes for outstanding voting shares.

Herewith, pursuant to Article 58 of the Federal Law of 26 December 1995 no. 208-FZ ‘On Joint stock companies’, the quorum was in attendance, and the meeting was duly authorised to make decisions on the item of the agenda.

The review of the Agenda item and adoption of resolution

Agenda item: On determining the number of members on the Board of Directors of Gazprom Neft PJSC.

Number of votes carried by those persons included in the List of persons entitled to attend and vote on the item of the agenda was 4,741,299,639.

Number of votes held by those shareholders who attended the meeting on the item of the agenda was: 4,574,212,091.

Number of votes not taken into account in determining the quorum due to ballots missing the signature of the person (proxy) entitled to attend the meeting was: 0 (0.0000%).

Number of votes on the item of the agenda which were not counted due to invalidation of ballot no.1 (including in regard to voting on respective item), or on other grounds envisaged by current legislation, was: 7,076 (0.0002%).

The voting quorum for the item of the agenda was in attendance.

The issue put to the vote was:

“To set the number of members of the Board of Directors of Gazprom Neft PJSC to be 11 (eleven) persons.”

Votes cast as follows:

‘For’	– 4,569,023,237 votes, representing 99.8866 percent of the votes of the shareholders attending the meeting;
‘Against’	– 5,142 081 votes, representing 0.1124 percent of the votes of the shareholders attending the meeting;
“Abstained”	– 39,697 votes, representing 0.0009 percent of the votes of the shareholders attending the meeting.

The resolution adopted on the item of the meeting is as follows:

***“To establish the number of members of the Board of Directors of Gazprom Neft PJSC to be 11 (eleven) persons.”***

Attachment:

1. Protocol of the Counting Commission regarding voting results.

These minutes were prepared on 23 April 2019 in two counterparts.

**Meeting Chairman**

**A.B. Miller**

**Meeting Secretary**

**V.V. Nenadyshina**