

**NOTICE  
of the Annual General Meeting of Shareholders  
of a Public Joint Stock Company Gazprom Neft  
(Gazprom Neft PJSC)**

**Location of the Company: St Petersburg, Russian Federation**

**DEAR SHAREHOLDER,**

The Board of Directors of Gazprom Neft PJSC notifies you of the Annual General Meeting of Shareholders (“the Meeting”) to be held on **14 June 2019**.

The Annual General Meeting of Shareholders will be held in the form of a **meeting** (joint presence of shareholders to discuss the items on the agenda and to adopt resolutions on matters put to vote, with **the prior sending** (delivery) of voting ballots before the date of the Meeting).

Venue of the Meeting: **St Petersburg, Zoologicheskiy pereulok, d. 2–4, Business Centre "Energiya"** (location map is available on the official website of Gazprom Neft PJSC at: [www.gazprom-neft.ru](http://www.gazprom-neft.ru)).

The Meeting begins at: **10:00 a.m.**

Date and time for the commencement of the registration of persons participating in the Meeting: **14 June 2019, 09:00 a.m.**

A date as of which the persons entitled to attend the Meeting are determined (recorded): **by close of business on 20 May 2019**.

The mailing address at which the completed bulletins shall be sent, date and time until which the Company accepts bulletins sent earlier (the Shareholders whose voting bulletins are received not later than two days before the date of the Meeting shall be deemed participated, as well as those shareholders who, pursuant to the legislation of the Russian Federation on securities, issued voting instructions to the persons made accountable for their shareholding rights, subject to notification of such expression of will having been received no later than two days prior to the date of the Meeting): **190000, St Petersburg, ul. Pochtamtskaya, d. 3–5, Gazprom Neft PJSC, by 06:00 p.m. on 11 June 2019.**

Holders of ordinary shares shall be entitled to vote on all items of the agenda.

**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS:**

1. Approval of the Annual report of Gazprom Neft PJSC for 2018.
2. Approval of the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2018.
3. On the distribution of profit of Gazprom Neft PJSC for 2018.
4. On the amount of dividends, their payment form and time, and on the date for determining the persons entitled to receive dividends based on the results of 2018.
5. Election of the members of the Board of Directors of Gazprom Neft PJSC.
6. On determining the number of members of the Board of Directors of Gazprom Neft PJSC.
7. Election of the members of the Audit Committee of Gazprom Neft PJSC.
8. Approval of the auditor of Gazprom Neft PJSC for 2019.
9. On the remuneration to the members of the Board of Directors of Gazprom Neft PJSC.
10. On the remuneration to the members of the Audit Committee of Gazprom Neft PJSC.

The information (materials) subject to provision as part of preparations for the Meeting, the information on availability of written consent of the candidates nominated for election in respective bodies of the Company may be obtained starting **15 May 2019 from 09:00 a.m. to 06:00 p.m. on business days, at the following addresses: 190000, St Petersburg, ul. Pochtamtskaya, d. 3–5 and 117246, Moscow, Nauchny proezd, d.17**, (tel. 8-800-700-3152 (toll-free calls throughout Russia), email: [shareholders@gazprom-neft.ru](mailto:shareholders@gazprom-neft.ru)),

And on the official web site of Gazprom Neft PJSC at: **[www.gazprom-neft.ru](http://www.gazprom-neft.ru)**.

The said information (materials) is also made available online to the persons registered in the Gazprom Neft PJSC’s register of shareholders and who are entitled to attend the Meeting, through the “Shareholder’s account” on the JSC DRAGA, the Company’s registrar’s website <https://lk.draga.ru>.

The aforementioned information (materials) will be made available during the Meeting to the persons participating in the Meeting.

Persons entitled to attend the Meeting may participate in the Meeting in one of the following ways:

- 1) To send a completed and signed ballot to the address specified herein. Participated shareholders shall be deemed those shareholders whose ballots were received prior to the submission deadline.
- 2) To complete a ballot form online on the registrar’s website [www.draga.ru](http://www.draga.ru) in the following section: Акционерам (Shareholders) => Электронные сервисы (Electronic services) => Голосование (Vote) or using the following link: **<https://draga.ru/akcioneram/jelektronnye-servisy/golosovanie/>**.

Note! Those shareholders accounting for shareholders’ rights through a depository, will be able to complete the electronic ballot form only after the information regarding their right to participate in the Meeting is submitted by the nominee holder to the registrar JSC DRAGA.

Those shareholders registered in the company register may gain access to the “Shareholder’s account” online service by contacting the company’s registrar, JSC DRAGA.

The information on accessing the service is available online on the JSC DRAGA website [www.draga.ru](http://www.draga.ru), or at the following link: **<https://draga.ru/lichnyj-kabinet-akcionera/>**

- 3) Persons entitled to attend the Meeting, and whose securities rights are accounted for by a nominee shareholder, a foreign nominal shareholder, or a foreign entity, may also take part in the Meeting through exercising the right of vote as envisaged by art. 8.9. of the Federal Law “On the securities market” no. 39-FZ dated 22.04.1996, by issuing respective voting instructions to the persons listed above (through the office in charge of keeping records of the shareholder’s securities).

**THE PARTICIPANTS OF THE GENERAL MEETING OF SHAREHOLDERS SHALL HAVE THE FOLLOWING DOCUMENTS FOR REGISTRATION:**

**A physical person** – passport or any other form of identification in accordance with the law currently in force (in case the passport has been changed, the new passport shall bear a stamp containing the details of the previous passport, or a certificate delivered by the authorized state body which issued the new passport shall be submitted; such certificate shall contain the details of the old and new passports):

- **an authorized representative of a natural person** – in addition to personal identification, such authorized representative shall have a power of attorney issued in accordance with the requirements of Article 57 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995 (sample form of such power of attorney is available online on Gazprom Neft PJSC’s official website at: <http://ir.gazprom-neft.ru/sobranie-akcionerov>);

- **a legal representative of a natural person** – in addition to personal identification, such legal representative shall have a document confirming the representation powers.

**An authorized representative of a legal entity** – in addition to personal identification, such authorized representative shall have documents confirming the representative’s right to act on behalf of this legal entity without a power of attorney or a power of attorney issued in accordance with the requirements of Article 57 of Federal Law No. 208-FZ “On Joint Stock Companies” dated 26 December 1995.

**An authorized representative of a foreign physical person or legal entity** – in addition to personal identification, such authorized representative shall have a power of attorney certified by an APOSTILLE in accordance with the Hague Convention of 1961 or otherwise legalized in accordance with the established procedure.

The documents (their notarized copies) certifying the powers of successors and representatives of persons included in the list of persons entitled to participate in the General Meeting of Shareholders shall be attached to the voting bulletins delivered by such persons or submitted to the Counting Board.

**PLEASE NOTE!** The Shareholders (or their representatives) willing to participate in the Meeting in person shall pass **mandatory registration at the Counting Board of the Meeting.**

A shareholder attending the Meeting in person shall arrive for registration with the bulletins received by post or deliver them to the representative authorized by the shareholder to participate and vote in the Meeting.

*The Board of Directors of Gazprom Neft PJSC*

**Dear Shareholder,**

Pursuant to the requirements of item 16 Art. 8.2 of the Federal Law of 22.04.1996 no. 39-FZ “On the securities market”, Art. 6.1 and items 1 and 14 Art. 7 of the Federal Law of 07.08.2001 no. 115-FZ «On Counteraction to the Legitimization (Laundering) of Proceeds from Crime and the Financing of Terrorism» a person registered in the Company’s Register shall timely provide updates to the Company’s registrar or the nominee shareholder of changes in his/her/its personal data (for natural persons: full name, passport details, registration address according to passport information; for legal entities: entity name, OGRN (main state registration number, INN (individual taxpayer code), location pursuant to the Charter, name of the director).

To check/update personal details please contact the focal point at the Registrar of your shares (AO DRAGA) or the Depository. By timely updating your details, you will make it much easier to keep the Register, take part in the General Meetings of Shareholders and receive dividends.

When submitting information to the Registrar your details will be updated on the basis of the filled Questionnaires and Data Forms (the forms are available on the registrar’s website at [www.draga.ru](http://www.draga.ru)).

In the event of a shareholder's failure to report changes in his or her or its information the Company and the Registrar are not liable for any resultant losses including losses related to non-receipt of dividends within the established period and claims from tax authorities.