

**Draft resolutions on the items of Agenda  
of the annual General Meeting of Shareholders of Gazprom Neft PJSC  
14.06.2019**

**Agenda:**

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 remuneration of members of the Board of Directors of Gazprom Neft PJSC.*
10. *On remuneration of members of the Audit Committee of Gazprom Neft PJSC.*

**1. Approval of the Annual report of Gazprom Neft PJSC for 2018.**

"To approve the Annual report of Gazprom Neft PJSC for 2018" (draft annual report is available on the Company's website at: <http://ir.gazprom-neft.ru/shareholders-meeting>)."

**2. Approval of the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2018.**

"To approve the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2018 (the annual accounting (financial) statements are available on the Company's website at: <http://ir.gazprom-neft.ru/shareholders-meeting>)."

**3. On the distribution of profit of Gazprom Neft PJSC for 2018.**

"To approve the distribution of profit of Gazprom Neft PJSC upon the results of 2018"

**4. On the size, form and term of payment of dividends and the book closing date (record date) with respect to 2018 final dividends.**

"To pay dividends based on 2018 results in monetary form in amount of RUB30 per one ordinary share (with account of dividends paid out based on the results of the first nine months of 2018 in the amount of RUB22.05 per one ordinary share); to determine the date of compiling the list of persons entitled to receive dividends to be 1 July 2019; to set timeframe for dividend payments as follows: to nominal holders and professional stock market players in their capacity of trust managers recorded in the Register of Shareholders – by no later than 15 July 2019, and to all other shareholders recorded in the Register of Shareholders – by no later than 5 August 2019."

**5. Election of the members of the Board of Directors of Gazprom Neft PJSC.**

"To elect the Board of Directors of Gazprom Neft PJSC as follows:

Candidates:

- Vladimir Ivanovich Alisov;

- Andrey Igorevich Dmitriev;
- Alexander Valerievich Dyukov;
- Andrei Vyacheslavovich Kruglov;
- Alexander Ivanovich Medvedev;
- Alexei Borisovich Miller;
- Yelena Vladimirovna Mikhailova;
- Kirill Gennadievich Seleznev;
- Valery Pavlovich Serdyukov;
- Mikhail Leonidovich Sereda;
- Igor Yurievich Fedorov.”

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

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

**7. Election of the members of the Audit Committee of Gazprom Neft PJSC.**

"To elect the Audit Committee of Gazprom Neft PJSC as follows:

- Vadim Kasymovich Bikulov;
- Mikhail Aleksandrovich Vaigel;
- Galina Yurievna Delvig;
- Margarita Ivanovna Mironova;
- Sergei Vladimirovich Rubanov”

**8. Approval of the auditor of Gazprom Neft PJSC for 2019.**

“Approve FAA LLC as Gazprom Neft PJSC’s auditors for 2019.”

**9. On remuneration of members of the Board of Directors of Gazprom Neft PJSC.**

"1. Pay remuneration to the members of Gazprom Neft PJSC Board of Directors who do not hold executive offices in Gazprom Neft PJSC (non-executive directors) – each member receiving 0.005% of EBITDA according to the consolidated financial statements of Gazprom Neft PJSC under the IFRS for 2018.

2. To pay additional remuneration to the Chairman of the Board of Directors of Gazprom Neft PJSC in the amount of 50% of the amount of remuneration payable to a member of the Board of Directors of Gazprom Neft PJSC.

3. To pay additional remuneration to the members of Gazprom Neft PJSC Board of Directors’ Committees in the amount of 10% of the amount of remuneration payable to a member of the Board of Directors of Gazprom Neft PJSC.

4. In addition to the remuneration to the members of the Gazprom Neft PJSC Board of Directors’ Committees pay remuneration to Chairmen of the Gazprom Neft PJSC Board of Directors’ Committees – 50% each from the sum of remuneration to the member of the Gazprom Neft PJSC Board of Directors’ Committee."

**10. On remuneration of members of the Audit Committee of Gazprom Neft PJSC.**

"To pay remuneration to the members of the Audit Committee of Gazprom Neft PJSC in amounts recommended by the Gazprom Neft PJSC Board of Directors as follows:

- to the Chairman of the Audit Committee – 1,200,000 rubles;
- to each member of the Audit Committee – 830,000 rubles.”