



PUBLIC JOINT STOCK COMPANY GAZPROM NEFT  
(GAZPROM NEFT PJSC)

## PROTOCOL OF THE GENERAL MEETING OF SHAREHOLDERS

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14 June 2019

No. 0101/02

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

Company location: St Petersburg, Russian Federation.

Company address: Russian Federation, St Petersburg, Pochtamtskaya ulitsa d. 3–5.

Type of the General meeting of shareholders: annual (hereinafter referred to as “*the Meeting*”)

Form of the Meeting – conventional meeting;

Date of the Meeting – June 14, 2019.

Venue of the Meeting – Business Centre ‘Energiya’, Zoologicheskiy pereulok, d. 2–4, St Petersburg.

Date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders: by close of business on 20 May 2019.

Registration starts at – 09 hours 00 minutes;

Registration closes at – 10 hours 35 minutes;

Meeting commences at – 10 hours 00 minutes;

Vote counting commences at – 11 hours 25 minutes;

Meeting closes at – 12 hours 10 minutes;

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

Full corporate name of the registrar acting as the Counting Commission: Joint-Stock Company, Specialized Registrar – Register-Keeper for Gas Industry Shareholders (JSC DRAGA), located in Moscow.

Chairman of the Meeting – A.V. Dyukov.

Meeting presidium: A.V. Dyukov, A.N. Patrushev, A.M. Cherner, V.V. Yakovlev, A.V. Yankevich, V.V. Nenadyshina.

Secretary to the Meeting – V.V. Nenadyshina.

Those resolutions adopted by the Meeting and the make-up of those Company participants present at the adoption thereof, are confirmed by the registrar pursuant to items 1–3 clause 67.1 of the Civil Code of the Russian Federation.

### 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 the remuneration to the members of the Board of Directors of Gazprom Neft PJSC.
10. On the remuneration to the members of the Auditing Committee of Gazprom Neft PJSC.

As at 20 May 2019, a date as of which the persons entitled to attend the Meeting of Gazprom Neft PJSC are determined (recorded), the number of votes for outstanding voting shares held by the persons included in the List of persons entitled to attend the meeting (hereinafter also "the List of persons") on all items of the agenda was: 4,741,299,639.

The number of votes attached to the outstanding voting shares held by persons included in the List of persons and entitled to vote amounts to:

on items 1–4, 6, 8–10 of the Meeting Agenda: 4,741,299,639;

on item 5 of the meeting Agenda: 52,154,296,029 cumulative votes.

As at the opening (start) of the General Meeting (10 o'clock), the number of votes on items 1–4 of the Agenda held by persons taking part in the meeting totalled 4,566,480,101 votes, constituting 96.3128 percent of the total number of votes attached to voting shares;

the number of votes on item 5 of the Agenda held by persons taking part in the meeting totalled 50,080,006,108 cumulative votes, constituting 96.0228 percent of the total number of votes attached to the voting shares;

the number of votes on items 6 and 8 of the Agenda held by persons taking part in the meeting totalled 4,566,478,871 votes, constituting 96.3128 percent of the total number of votes attached to voting shares; and

the number of votes on items 9 and 10 of the Agenda held by persons taking part in the meeting totalled 4,566,478,881 votes, constituting 96.3128 percent of the total number of votes attached to voting shares.

On which basis, pursuant to Article 58 of Federal Law No. 208-FZ of 26 December 1995, "On Joint Stock Companies", and pursuant to paragraph 4.10 of the "Regulation on General Meetings of Shareholders", approved by the Central Bank of the Russian Federation on 16 November 2018, No. 660-P, a quorum was reached in respect of items 1–6, and 8–10.

Information on the number of votes on item 7 of the meeting Agenda held by persons included in the List of persons and entitled to vote is given in the voting results on the respective issue.

#### Review and resolutions adopted on Agenda items.

##### Item no. 1

##### Approval of the Annual report of Gazprom Neft PJSC for 2018.

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,415,156 votes.

The vote was quorate.

The floor was taken by:

A.V. Dyukov, who reported on Gazprom Neft PJSC's performance in 2018 and presented the Gazprom Neft PJSC Annual Report for 2018 to the shareholders.

The issue put to the vote was:

To approve the Annual Report of Gazprom Neft PJSC for 2018.

Votes were cast as follows:

- |             |  |
|-------------|--|
| “For”       | – 4,597,353,361 votes, representing 99.9987% of the votes of shareholders attending the meeting; |
| “Against”   | – 6,494 votes, representing 0.0001 percent of the votes of shareholders attending the meeting;   |
| “Abstained” | – 3,082 votes, representing 0.0001 percent of the votes of shareholders attending the meeting.   |

The resolution adopted on item 1 of the meeting Agenda is as follows:

**To approve the Annual Report of Gazprom Neft PJSC for 2018.**

Item no. 2

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

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,412,156 votes.

The vote was quorate.

The floor was taken by:

A.V. Dyukov, who presented the annual financial statements including the statement of profit and loss (profit and loss account) of Gazprom Neft PJSC for 2018.

The issue put to the vote was:

To approve the annual financial statements including the statement of profit and loss (profit and loss account) of Gazprom Neft PJSC for 2018.

Votes were cast as follows:

- |           |  |
|-----------|--|
| “For”     | – 4,597,361,356 votes, representing 99.9987% of the votes of shareholders attending the meeting;   |
| “Against” | – 6,054 votes, representing 0.0001 percent of the votes of the shareholders attending the meeting; |

“Abstained” – 2,952 votes, representing 0.0001 percent of the votes of shareholders attending the meeting.

The resolution adopted on item 2 of the meeting Agenda is as follows:

**To approve the annual financial statements including the statement of profit and loss (profit and loss account) of Gazprom Neft PJSC for 2018.**

Item no. 3

On distribution of profit in Gazprom Neft PJSC for 2018.

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,412,156 votes.

The vote was quorate.

The floor was taken by:

A.V. Yankevich reporting information on Gazprom Neft PJSC's net profits based on the Company's performance in 2018 and with proposal on distribution thereof.

The issue put to the vote was:

To approve the distribution of the profits of Gazprom Neft PJSC based on 2018 results.

Votes were cast as follows:

“For” – 4,597,360,431 votes, representing 99.9989% of the votes of shareholders attending the meeting;

“Against” – 7,414 votes, representing 0.0002 percent of the votes of the shareholders attending the meeting;

“Abstained” – 674 votes, representing 0.0000 percent of the votes of shareholders attending the meeting.

The resolution adopted on item 3 of the meeting Agenda is as follows:

**To approve the distribution of the profits of Gazprom Neft PJSC based on 2018 results.**

Item no. 4

On size, timeframe and form of dividends payment, and the date as of when the persons entitled to receive dividends for 2018 are defined.

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,413,401 votes.

The vote was quorate.

The floor was taken by:

A.V. Yankevich, with suggested size of dividends, form and term of payment thereof, and the date by which the persons entitled to dividends for 2018 are to be determined.

The issue put to the vote was:

“To approve proposals to pay annual dividends based on the performance of PJSC Gazprom Neft in 2018 in cash in the amount of RUB30 per ordinary share (including dividends paid in respect of the first nine months of 2018 in the amount of RUB22.05 rubles per one ordinary share); to set the date for compiling the list of persons entitled to receive dividends as 1 July 2019; to set the dividend payment period, as follows: no later than 15 July 2019 for nominees and professional securities market participants acting as trustees who are registered in the Register of Shareholders; and no later than 5 August 2019 for other persons registered in the Register of Shareholders.”

Votes were cast as follows:

- |             |  |
|-------------|--|
| “For”       | – 4,597,364,228 votes, representing 99.9989% of the votes of shareholders attending the meeting;   |
| “Against”   | – 7,979 votes, representing 0.0002 percent of the votes of the shareholders attending the meeting; |
| “Abstained” | – 4,038 votes, representing 0.0001 percent of the votes of the shareholders attending the meeting. |

The resolution adopted on item 4 of the meeting Agenda is as follows:

**“To approve proposals to pay annual dividends based on the performance of PJSC Gazprom Neft in 2018 in cash in the amount of RUB30 per ordinary share (including dividends paid in respect of the first nine months of 2018 in the amount of RUB22.05 rubles per one ordinary share); to set the date for compiling the list of persons entitled to receive dividends as 1 July 2019; to set the dividend payment period, as follows: no later than 15 July 2019 for nominees and professional securities market participants acting as trustees who are registered in the Register of Shareholders; and no later than 5 August 2019 for other persons registered in the Register of Shareholders.”**

Item no. 5

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

The number of cumulative votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 52,154,296,029 votes.

The number of cumulative votes held by those shareholders voting on this item of the

Agenda was 50,177,144,358 votes (96,2090%).

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina with information on candidates for election to the Gazprom Neft PJSC Board of Directors.

The issue put to the vote was:

Elect the Board of Directors of Gazprom Neft PJSC as follows:

- 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.

Votes were cast as follows:

Candidate's name	Number of votes, cast "FOR" the candidate	
Vladimir Ivanovich Alisov	4,539,899,320	9.0477%
Dmitriev Andrey Igorevich	4,539,882,771	9.0477%
Alexander Valerievich Dyukov	4,545,172,753	9.0583%
Andrey Vyacheslavovich Kruglov	4,538,380,715	9.0447%
Alexander Ivanovich Medvedev	4,539,879,864	9.0477%
Miller Alexey Borisovich	4,537,151,356	9.0423%
Yelena Vladimirovna Mikhailova	4,538,378,091	9.0447%
Kirill Gennadievich Seleznev	4,539,887,414	9.0477%
Valery Pavlovich Serdyukov;	4,606,681,479	9.1808%
Mikhail Leonidovich Sereda;	4,538,385,288	9.0447%
Igor Yurievich Fedorov	4,538,366,754	9.0447%

AGAINST ALL CANDIDATES	171,381,860	0.3416%
VOTES ABSTAINED ON ALL THE CANDIDATES	700,150	0.0014%

The resolution adopted on item 6 of the meeting Agenda is as follows:

**Elect the Board of Directors of Gazprom Neft PJSC as follows:**

**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.**

Item no. 6

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

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,415,176 votes.

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina with information on the number of members on Gazprom Neft PJSC Board of Directors.

The issue put to the vote was:

To set the number of members of the Board of Directors of Gazprom Neft PJSC at 11 (eleven) individuals.

Votes were cast as follows:

“For”	– 4,587,984,532 votes, representing 99.7949 % of the votes of shareholders attending the meeting;
“Against”	– 8,467 845 votes, representing 0.1842 percent of the votes of shareholders attending the meeting;
“Abstained”	– 45,122 votes, representing 0.0010 percent of the votes of the shareholders attending the meeting.

The resolution adopted on item 5 of the meeting Agenda is as follows:

**To set the number of members of the Board of Directors of Gazprom Neft PJSC at 11 (eleven) individuals.**

Item no. 7

Election of the Audit Commission of Gazprom Neft PJSC.

The total number of votes held by those individuals included in the List of persons

entitled to attend the meeting on this item of the Agenda was 4,740,914,214 votes.

The number of votes held by the persons who voted on this issue of the agenda was 4,597,111,139 votes (96.9668 percent).

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina with information on candidates for election to the Gazprom Neft PJSC Internal Audit Committee.

The issue put to the vote was:

Elect the Audit Commission of Gazprom Neft PJSC as follows:

Vadim Kasymovich Bikulov;  
Mikhail Alexandrovich Veigel;  
Galina Yurievna Delvig;  
Margarita Ivanovna Mironova;  
Sergey Vladimirovich Rubanov.

Votes were cast as follows:

Candidate's name	Number of votes cast		
	FOR	AGAINST	ABSTAINED
Vadim Kasymovich Bikulov	4,586,335,595 99.7656%	10,652,715	58,345
Mikhail Alexandrovich Veigel	4,586,345,417 99.7658%	10,643,145	58,021
Delvig Galina Yurievna	4,586,337,695 99.7656%	10,653,055	55,621
Mironova Margarita Ivanovna	4,586,351,155 99.7659%	10,642,715	53,436
Rubanov Sergey Vladimirovich	4,586,348,968 99.7659%	10,642,815	55,291

The resolution adopted on item 7 of the meeting Agenda is as follows:

**Elect the Audit Commission of Gazprom Neft PJSC as follows:**

**Vadim Kasymovich Bikulov;  
Mikhail Alexandrovich Veigel;  
Galina Yurievna Delvig;  
Margarita Ivanovna Mironova;  
Sergey Vladimirovich Rubanov.**

Item no. 8

Approval of the auditor of Gazprom Neft PJSC for 2019.



The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639 votes.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,415,176 votes.

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina with information on the external audit candidate to Gazprom Neft PJSC for 2019 to carry out an audit in compliance with Russian Accounting Standards (RAS) and International Financial Reporting Standard (IFRS).

The issue put to the vote was:

To approve the appointment of Limited Liability Company Financial and accounting consultants (FBK) as auditors to Gazprom Neft PJSC in 2019».

Votes were cast as follows:

“For” – 4,586,702,138 votes, representing 99.7670% of the votes of shareholders attending the meeting;

“Against” – 10,641,525 votes, representing 0.2315 percent of the votes of shareholders attending the meeting;

“Abstained” – 21,397 votes, representing 0.0005 percent of the votes of shareholders attending the meeting.

The resolution adopted on item 8 of the meeting Agenda is as follows:

**To approve the appointment of Limited Liability Company Financial and accounting consultants (FBK) as auditors to Gazprom Neft PJSC in 2019».**

Item no. 9

On the remuneration to the members of the Board of Directors of Gazprom Neft PJSC.

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639 votes.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,566,478,921 votes.

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina, who presented the proposed draft resolution on this item of the Agenda.

The issue put to the vote was:

1. Pay remuneration to the members of Gazprom Neft PJSC Board of Directors who do not

hold executive offices in JSC Gazprom Neft (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. Pay extra remuneration to the Gazprom Neft PJSC Chairman of the Board of Directors in the amount of 50% from the amount of the remuneration to the member of the Board of Directors of Gazprom Neft PJSC.
3. Pay extra remuneration to the members of the Gazprom Neft PJSC Board of Directors' Committees in the amount of 10% each from the amount of the remuneration to the 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."

Votes were cast as follows:

- "For" – 4,549,438,198 votes, representing 99.6268% of the votes of shareholders attending the meeting;
- "Against" – 16,931 646 votes, representing 0.3708 percent of the votes of shareholders attending the meeting;
- "Abstained" – 59,293 votes, representing 0.0013 percent of the votes of shareholders attending the meeting.

The resolution adopted on item 9 of the meeting Agenda is as follows:

1. **Pay remuneration to the members of Gazprom Neft PJSC Board of Directors who do not hold executive offices in JSC Gazprom Neft (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. **Pay extra remuneration to the Gazprom Neft PJSC Chairman of the Board of Directors in the amount of 50% from the amount of the remuneration to the member of the Board of Directors of Gazprom Neft PJSC.**
3. **Pay extra remuneration to the members of the Gazprom Neft PJSC Board of Directors' Committees in the amount of 10% each from the amount of the remuneration to the 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."**

Item no. 10

On the remuneration to the members of the Auditing Committee of Gazprom Neft PJSC.

The total number of votes held by those individuals included in the List of persons entitled to attend the meeting on this item of the Agenda was 4,741,299,639.

The number of votes held by those shareholders who attended the meeting on this item of the Agenda was 4,597,415,186 votes.

The vote was quorate.

The floor was taken by:

V.V. Nenadyshina, who presented the draft resolution recommended by the Board of Directors on the remuneration payable to Gazprom Neft PJSC's Internal Audit Committee members.

The issue put to the vote was:

To pay remuneration to the members of the Audit Commission of Gazprom Neft PJSC in the amounts recommended by the Gazprom Neft PJSC Board of Directors:

- the Chairman of the Audit Commission – 1,200,000 rubles;
- members of the Audit Commission – 830,000 rubles (each).

Votes were cast as follows:

- |             |   |
|-------------|---|
| “For”       | – 4,595,134,902 votes, representing 99.9504% of the votes of shareholders attending the meeting;    |
| “Against”   | – 2,190,335 votes, representing 0.0476 percent of the votes of shareholders attending the meeting;  |
| “Abstained” | – 34,418 votes, representing 0.0007 percent of the votes of the shareholders attending the meeting. |

The resolution adopted on item 10 of the meeting Agenda is as follows:

**To pay remuneration to the members of the Audit Commission of Gazprom Neft PJSC in the amounts recommended by the Gazprom Neft PJSC Board of Directors:**

- **the Chairman of the Audit Commission – 1,200,000 rubles;**
- **members of the Audit Commission – 830,000 rubles (each).**

Attachments:

1. Gazprom Neft PJSC 2018 Annual Report.
2. Annual financial statements including the statement of profit and loss (profit and loss account) of Gazprom Neft PJSC for 2018.
3. Distribution of Gazprom Neft PJSC profits generated by the Company's operations in 2018.
4. Protocol of the Counting Commission regarding voting results.

The protocol was prepared on 18 June 2019 in two counterparts.

**Chairman of the Meeting**

**A.V. Dyukov**

**Secretary to the Meeting**

**V.V. Nenadyshina**