

Approved by
JSC Gazprom Neft
General Meeting of Shareholders
November 19, 2007
(Minutes # 44)

**Auditing Commission Regulations
Gazprom Neft,
Joint Stock Company**

These Regulations have been developed in accordance with the current legislation of the Russian Federation and the Charter of Gazprom Neft (hereinafter “the Company”) and regulates activities of the Company’s Auditing Commission (hereinafter “the Auditing Commission,” “the Commission”).

1. General Provisions

- 1.1. The Auditing Commission is an elective body of the Company that supervises the Company’s financial and economic operations.
- 1.2. The Auditing Commission shall abide by the norms of the current Russian Federation legislation, the Company’s Charter, decisions of the General Meeting of Shareholders, provisions of these Regulations, and other by-laws of the Company.
- 1.3. The primary tasks of the Auditing Commission include:
 - Ensuring objective reporting of the Company’s financial and accounting status and other information on the Company’s financial and business operations and property status;
 - Ensuring compliance with accounting laws and provision of financial reports and information to the corresponding public authorities and shareholders by the Company;
 - Improving efficiency of the Company’s asset management and management of other financial and business operations of the Company, reducing financial and operational risks, and raising efficiency of the Company's internal controls.

2. Auditing Commission Composition and Term of Appointment

- 2.1. The Auditing Commission of three members shall be elected at the annual General Meeting of Shareholders until the next annual General Meeting of Shareholders as provided by Federal Law “On Joint Stock Companies” and the Company’s Charter.
- 2.2. The appointment of individual members or the entire Auditing Commission of the Company may be terminated earlier as decided by the General Meeting of Shareholders.
- 2.3. In case of early termination of appointment of a Commission’s member or resignation of such member from the Auditing Commission, the appointment of the other members shall not be terminated.
- 2.4. Resigned members of the Auditing Commission include members who resign of their own will, as well as deceased members and members who are incapable of exercising their functions for other reasons.

A member of the Auditing Commission shall be considered resigned from the Commission as of the next day after receipt of such a Commission member's resignation notice by the Auditing Commission Chairman, or as of the date of death, or as of the date of receipt of documents by the Company that contain proof of such an Auditing Commission member’s incapability of exercising their functions. If the Auditing Commission Chairman resigns of his/her own will, his/her appointment shall be terminated on the date when a new Auditing Commission Chairman is elected.
- 2.5. Members of the Company’s Auditing Commission shall not be members of the Company’s Board of Directors or take any other positions in the Company’s management structure.

3. Auditing Commission Functions and Responsibilities

- 3.1. The functions and responsibilities of the Auditing Commission are determined by Federal Law “On Joint Stock Companies” and, for items not provided for by the law, the Company's Charter.
- 3.2. According to legislative provisions, the Commission shall:

- Audit the Company's financial and economic operations at the end of a reporting year, as well as at any other at its own discretion, by decision of the General Meeting of Shareholders or the Company's Board of Directors, or at the request of the Company's shareholder (shareholders) in possession of at least ten percent of the Company's voting stocks;
 - Confirm the authenticity of information presented in the Company's annual report, annual accounting reports, and other reporting documentation, as well as in other financial documents of the Company;
 - Advise the Company's management of any violations identified by the audit of the accounting and financial reporting procedures outlined in the laws of the Russian Federation or any breach of the laws of the Russian Federation during the financial and business operations.
- 3.3. In addition to the functions outlined in Federal Law "On Joint Stock Companies," the Company's Charter provides that the Auditing Commission also shall:
- Audit and assess the Company's financial status, financial solvency, functions of the internal control system and financial and operations risks management system, asset liquidity and the ratio of equity funds and borrowed funds;
 - Audit the expediency and accuracy of payment transactions with partners and budgetary funds, as well as payment of salaries and social security charges, dividend accrual and payment, and other payment transactions;
 - Audit compliance with the current norms and quotas, approved estimates, and other documents regulating the Company's operations, as well as compliance with the decisions of the General Meeting of Shareholders as related to the use of material, human, and financial resources in production and financial and business operations;
 - Audit legitimacy of the Company's business operations under contracts and agreements made on behalf of the Company;
 - Audit the Company's cash in hand and property and the efficiency of assets and other resources of the Company; determine the reasons for downtime and expenses;
 - Audit the observance of instructions, previously identified by the Auditing Commission, necessary to clear violations and faults Auditing Commission.
 - Audit compliance of the decisions of the Company's Executive Board and Board of Directors regarding the financial and business operations with the Company's Charter and decisions of General Meeting of Shareholders.
- 3.4. The Auditing Commission may make suggestions regarding the work plan of the Company's management and, in due course, call for the convening of the Executive Board, the Board of Directors, and the General Meeting of Shareholders, within their jurisdiction, in cases of threat to the Company's material interests or abuse by the Company's officials of their functions, as well as for other reasons.
- 3.5. The Auditing Commission shall receive meeting minutes of the Company's Board of Directors and Executive Board upon request.
- 3.6. The Auditing Commission may request the following information from the members of the Company's Board of Directors, the Company's CEO, members of the Company's Executive Board and the Company's shareholders who possess twenty percent or more voting stocks of the Company jointly with their affiliates:
- Information about the legal entities in which they own twenty percent or more voting stocks (shares, equities), whether independently or jointly with their affiliate (affiliates).
 - Information about the legal entities where they hold office in the management structure.
 - Information about the current or anticipated transactions known to them in which they may be an interested party.

- 3.7. The Auditing Commission's Chairman or any other member may attend meetings of the Company's Board of Directors or Executive Board convened to review the Company operations audit results, as well as other meetings at the invitation of the Board of Directors and Executive Board.

4. Auditing Commission Chairman and Secretary

- 4.1. The Auditing Commission Chairman and Secretary shall be elected by the Auditing Commission from the members of the Commission at the Commission's first meeting. The election is based on a majority vote of the Commission members. As decided by the Auditing Commission, one of the Auditing Commission members may execute functions of the Secretary when the Auditing Commission Secretary is absent.
- 4.2. The Commission Chairman shall administer operations of the Auditing Commission, develop the work plan, convene and conduct its meetings and chair these meetings, distribute functions among the Commission members, sign meeting minutes, findings and other documents of the Auditing Commission, and address other issues stipulated by these Regulations.
- 4.3. The Auditing Commission Chairman shall appoint an Acting Chairman from the members of the Auditing Commission to execute the Chairman's functions in administering the Auditing Commission's operations for the time of the Chairman's absence. If the Acting Chairman of the Commission has not been appointed, he shall be elected by the Auditing Commission based on a majority vote of the Commission members.
- 4.4. The Auditing Commission Secretary or a Commission member exercising the Secretary's functions shall provide administrative support to the Auditing Commission operations, arrange for the Commission's meetings, maintain document control and keep the Auditing Commission meeting minutes and other documents, notify Auditing Commission members and meeting invitees of the date of meetings, provide the required documents to the Auditing Commission members, record meeting minutes and prepare extracts from such minutes, and execute other functions outlined in these Regulations and decisions of the Auditing Commission.

5. Auditing Commission Meeting and Decision Procedure

- 5.1. The Auditing Commission shall address all issues at its meetings convened by the Commission Chairman according to the work plan approved by the Commission. Meetings shall also be conducted prior to and on completion of all audits of the Company's operations carried out by the Auditing Commission.
The Commission Chairman may convene ad-hoc meetings at his/her own discretion or as suggested by the Auditing Commission members.
The Commission Chairman shall approve the meeting agenda.
- 5.2. Auditing Commission meetings shall be attended by the Commission members and invitees.
Auditing Commission members shall not delegate authority to other individuals, including under a power of attorney.
- 5.3. The Auditing Commission may hold a vote (meets quorum) when no less than half the total number of Auditing Commission members participate in the meeting.
If the number of Auditing Commission members is less than the above quorum, the Auditing Commission shall request a meeting of the Board of Directors to schedule an ad-hoc General Meeting of Shareholders that will elect new members of the Auditing Commission replacing the resigned members.
- 5.4. Every Auditing Commission member has the right to cast one vote.

Decisions made at the Auditing Commission meetings shall be based on a simple majority vote of the Commission members attending the meeting. Tie votes shall be decided by the vote of the Auditing Commission Chairman.

Auditing Commission members representing the vote minority may express their dissenting opinion in writing. These opinions will be attached to the meeting minutes of the Commission.

- 5.5. The Auditing Commission may make decisions by poll (negotiation of draft decisions) as related to ad-hoc or emergency issues.
- 5.6. All discussions of the Auditing Commission meetings shall be recorded in meeting minutes signed by a member chairing the Commission meeting. Meeting minutes shall be finalized no later than ten days after the meeting.
- 5.7. The meeting minutes shall include:
 - Date, time, and location of the meeting.
 - List of attendees (list of Auditing Commission members who made a decision by poll).
 - Meeting agenda.
 - Issues put to vote.
 - Voting results.
 - Decisions reached at the meeting.
- 5.8. Any documents (findings, audit reports, etc.) that encouraged the decision shall be attached to the meeting minutes.
- 5.9. The Auditing Commission meeting minutes shall be submitted to the interested parties within five days upon signing.

6. Auditing Procedure

- 6.1. The Auditing Commission shall execute annual audits of the Company's financial and business operations, as well as ad-hoc audits and audits requested by the Company's management and individuals specified in Para 3.2 of these Regulations.
- 6.2. Audits of the Company's operations shall not interrupt routine operations of the Company.
- 6.3. The Auditing Commission Chairman and Commission members who are the Company's employees shall be excused of their principal functions with pay at the time of audits and for the execution of other functions of a Commission member subject to the Commission Chairman's invitation.
- 6.4. When auditing the Company's financial and business operations, the Auditing Commission, as consistent with its jurisdiction, may:
 - Request the Company's management, departments, officials and other employees of the Company to submit documents and materials on the Company's financial and business operations.
 - Request accountable officers to present available funds of the Company, monetary instruments, securities, tangible assets, primary instruments and reports, accounting records, report forms, plans, cost estimates and other documents, including documents containing confidential information, and submit copies of the above documents.
 - Request inventory of the Company's tangible assets, inspection of the completed work and, if required, seal cash desks, warehouses, storage rooms and other office facilities.
 - Verify accuracy of write-off of materials, salaries, services, and other expenses as operating costs.
 - Request the Company's partners and banks to submit the required information and documents confirming their transactions with the Company.

- Receive written and verbal explanations from the Company's officials and other employees concerning any questions that may arise during audits.
 - Provide suggestions to the Company's management concerning complaints to be filed, in accordance with established law, against the Company employees at fault, as well as measures to be taken in order to compensate damage to the Company and protect other rights and legitimate interests of the Company under the current legislation.
 - Request the Company's management to take prompt remedial action against the violations found during audits.
 - Engage experts, consultants, and the Company's employees in the Commission's work, including on a contractual basis, as required by the applicable procedures.
- 6.5. The Auditing Commission shall:
- Exercise persistent control over the Company's operations;
 - Provide objective information concerning the revealed violations and abuse in the audit materials, describe reasons for such violations and abuse, and specify individuals at fault and the amount of material damage;
 - Submit findings of annual audits of the Company's financial and business operations to the Executive Board and the Board of Directors for review in due time stipulated by the current legislation and the Company's Charter;
 - Advise, in due time, the Company's Board of Directors, the Executive Board and the President on the results of audits and inspections of the Company's operations and provide Auditing Commission findings, suggestions to fight causes and conditions promoting violations of financial and business procedures, and suggestions to improve the internal control system and enhance efficiency of the Company's operations;
 - Guarantee security of confidential information that constitutes the Company's official or trade secret.
- 6.6. The Company's management representatives, officials and other employees shall assist the Auditing Commission in their audits and provide the required information, documents, materials and explanations to the Auditing Commission members in due time and scope. The Company's management representatives, officials and other employees shall be liable for refusal to provide information or providing false information, as well as otherwise impeding the Auditing Commission's work.
- 6.7. In the course of audits, the Company's officials and other employees may:
- Attend during the inventory of tangible assets entrusted to them, inspections of work, visual inspections, and other operations of the Auditing Commission;
 - Review interim and final audit reports that concern their official functions and provide written explanations and objections to such reports;
 - Review accounting records, reports and other documents that encouraged findings of violations, abuse, or defects in their work;
 - Verify the Auditing Commission's calculations of the amounts of compensation for material damage and provide written objections, documents, and other materials to prove their objections.
- 6.8. Upon auditing the Company's financial and business operations, the Auditing Commission shall provide a conclusion containing proof of credibility of the information contained in the reports and other financial documents of the Company. The conclusion shall also describe violations of accounting and reporting rules and procedures and breaches of the Company's and its shareholders' rights and legitimate interests found during the audit.
- 6.9. The Auditing Commission members shall make reasonable effort to reveal possible violations and promote their clearing. The Auditing Commission members shall guarantee impartiality and integrity of audits and be liable for failure or improper execution of their functions and abuse of authority.

7. Funding of Auditing Commission's Operations and Remuneration for Its Members

- 7.1. To support the operations of the Auditing Commission, the Company shall provide the Commission with the required offices, equipment, and materials and cover the Commission's expenditures according to the quotas established by the Company and within the amount appropriated for these purposes by the Board of Directors.
- 7.2. As decided by the General Meeting of Shareholders, the Auditing Commission members may receive remuneration and/or compensation of expenses related to the exercising of their functions for the period of exercising of those functions. The amount of such remunerations and compensations shall be determined at the General Meeting of Shareholders pursuant to the recommendations of the Company's Board of Directors.

8. Final Provisions

- 8.1. These Regulations shall take effect beginning with the date of approval by the General Meeting of Shareholders.
- 8.2. Should the legislation of the Russian Federation be revised, the provisions of these Regulations that contradict legislation of the Russian Federation shall be deemed invalid and relevant norms of the Russian Federation legislation and the Company's Charter shall apply to the Auditing Commission's work.
These regulations shall be amended by virtue of a relevant decision of the Company's General Meeting of Shareholders.
- 8.3. The new Regulations shall replace the Auditing Commission Regulations of JSC Sibneft approved by the General Meeting of Shareholders of JSC Sibneft on June 28, 2002.