

**Draft Resolutions for the Items on the Agenda
of the Annual General Meeting of Shareholders of JSC Gazprom Neft
Dated June 5, 2015**

Agenda:

1. *Approval of the Annual Report of JSC Gazprom Neft for 2014.*
2. *Approval of the Annual Financial Statements including the statement of profit and loss (profit and loss account) of JSC Gazprom Neft for 2014.*
3. *On distribution of the profits of JSC Gazprom Neft for 2014.*
4. *On size, timeframe and form of dividends payment and the date as of when the persons entitled to receive dividends for 2014 are defined.*
5. *Election of the Board of Directors of JSC Gazprom Neft.*
6. *Election of the Audit Commission of JSC Gazprom Neft.*
7. *Approval of the auditor of JSC Gazprom Neft for 2015.*
8. *On remuneration to the members of the Board of Directors of JSC Gazprom Neft.*
9. *On remuneration to the members of the Audit Commission of JSC Gazprom Neft.*
10. *On amendments to the Regulations on the Audit Commission of JSC Gazprom Neft.*

1. Approval of the Annual Report of JSC Gazprom Neft for 2014

“Approve the Annual Report of JSC Gazprom Neft for 2014.”

2. Approval of the annual financial statements including the statement of profit and loss (profit and loss account) of JSC Gazprom Neft for 2014

“Approve the annual financial statements including the statement of profit and loss (profit and loss account) of JSC Gazprom Neft for 2014.”

3. On distribution of the profits of JSC Gazprom Neft for 2014

“Approve the distribution of the profits of JSC Gazprom Neft upon the results of 2014.”

4. On size, timeframe and form of dividends payment and the date as of when the persons entitled to receive dividends for 2014 are defined

“Pay the dividends upon the results of 2014 in the monetary form in the amount of 6.47 rubles per one ordinary share (with account for the dividends paid upon the first half of 2014 in the amount of 4.62 rubles per one ordinary share); set the timeframe for paying the dividends as follows: to nominal holders and professional stock market players in their capacity of trust managers who are recorded in the Register of Shareholders – not later than by July 6, 2015, and to all other shareholders recorded in the Register of Shareholders – not later than by July 27, 2015; set the date as of when the persons entitled to receive dividends are defined to be June 22, 2015; effect the payment of the dividends with the method specified in the Register of Shareholders.”

5. Election of the Board of Directors of JSC Gazprom Neft

“Elect the Board of Directors of JSC Gazprom Neft as follows:

Candidates:

- Alisov, Vladimir Ivanovich;
- Garaev, Marat Marselevich;
- Golubev, Valery Aleksandrovich;
- Dubik, Nikolai Nikolaevich;
- Dyukov, Alexander Valerievich;
- Kalinkin, Alexander Vyacheslavovich;

- Kruglov, Andrei Vyacheslavovich;
- Miller, Alexei Borisovich;
- Mikhailova, Elena Vladimirovna;
- Parfenov, Mikhail Veniaminovich;
- Seleznev, Kirill Gennadievich;
- Serdyukov, Valery Pavlovich;
- Sereda, Mikhail Leonidovich;
- Fursenko, Sergey Aleksandrovich;
- Cherepanov, Vsevolod Vladimirovich”.

6. Election of the Audit Commission of JSC Gazprom Neft

“Elect the Audit Commission of JSC Gazprom Neft as follows:

- Delvig, Galina Yurievna;
- Kovalev, Vitaly Anatolievich;
- Kotlyar, Anatoly Anatolievich;
- Mironova, Margarita Ivanovna;
- Frolov, Alexander Alexandrovich”.

7. Approval of the auditor of JSC Gazprom Neft for 2015

“Approve CJSC “PriceWaterHouseCoopers Audit” as the auditor of JSC Gazprom Neft for 2015”.

8. On remuneration to the members of the Board of Directors of JSC Gazprom Neft.

“1. Pay remuneration to the members of JSC Gazprom Neft 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 JSC Gazprom Neft under the IFRS for 2014.

2. Pay extra remuneration to the JSC Gazprom Neft 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 JSC Gazprom Neft.

3. Pay extra remuneration to the members of the JSC Gazprom Neft 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 JSC Gazprom Neft.

4. Additional to the remuneration to the members of the JSC Gazprom Neft Board of Directors’ Committees pay remuneration to the JSC Gazprom Neft Chairmen of the Board of Directors’ Committees – 50% each from the sum of remuneration to the member of the JSC Gazprom Neft Board of Directors’ Committee.”

9. On remuneration to the members of the Audit Commission of JSC Gazprom Neft

“Pay remuneration to the members of the Audit Commission of JSC Gazprom Neft in the amounts recommended by the JSC Gazprom Neft Board of Directors:

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

10. On amendments to the Regulations on the Audit Commission of JSC Gazprom Neft

“Approve the amendments to the Regulations on the Audit Commission of JSC Gazprom Neft”.