



OPEN JOINT STOCK COMPANY GAZPROM NEFT  
(JSC GAZPROM NEFT)

## PROTOCOL OF THE GENERAL MEETING OF SHAREHOLDERS

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30 September, 2015

No. 0101/02

Full company name: Joint Stock Company Gazprom Neft (hereinafter referred to as the "Company" and as "JSC Gazprom Neft").

Located at: Galernaya ul. d. 5 lit. A, Saint Petersburg 190000, Russian Federation.

Type of General Shareholders Meeting: Extraordinary (hereinafter referred to as the "Meeting").

Form of the meeting: absentee voting.

Deadline for submission of completed ballots – 30 September 2015, 6:00 p.m. (Moscow, UTC/GMT +4).

Final date for compilation of list of persons entitled to attend the Meeting (hereinafter referred to as the "List"): 23 August, 2015.

Mailing address for return of completed ballots: JSC Gazprom Neft, Pochtamtskaya ul. d. 3–5, Saint Petersburg 190000, Russian Federation.

Name of the registrar acting as the Counting Commission: Closed Joint-Stock Company, Specialized Registrar – Register-Keeper for Gas Industry Shareholders (CJSC SR-DRAGa).

Chairman of the Meeting: A.B. Miller

Secretary to the Meeting: A.V. Dvortsov

### Agenda

1. Regarding payment of dividends for the first half of 2015.
2. Regarding adoption of the revised version of JSC Gazprom Neft's Charter.
3. Regarding adoption of the revised version of JSC Gazprom Neft's Corporate Governance Code.

The total number of votes held by holders of voting shares is 4,741,299,639.

The total number of votes held by those shareholders included in the list of persons entitled to attend the Extraordinary General Meeting of Shareholders (hereinafter referred to as the "List") is 4,741,299,639.

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

on all items of the Meeting Agenda – 4,741,299,639.

As of deadline for submission of completed ballots (September 30, 2014, 6:00 p.m. (Moscow, UTC/GMT +4)) the number of votes carried by the persons who attended the General Shareholders Meeting and entitled to vote on items 1–3 of the Agenda, amounted

to 4,607,414,811 votes, representing 97.18% of the total number of votes for outstanding voting shares, held by the persons included in the List and entitled to vote on the said items;

Pursuant to Article 58 of Federal Law "On Joint Stock Companies," the required quorum for all items is in attendance and JSC Gazprom Neft's General Meeting is duly convened.

Review and resolution of Agenda items.

ITEM NO. 1.

Regarding payment of dividends for the first half of 2015.

The total number of votes held by those shareholders included in the list of persons entitled to attend the General Meeting of Shareholders and to vote on this item of the Agenda is 4,741,299,639.

The number of votes held by those shareholders attending the Meeting and voting on item 1 of the Agenda was 4,607,414,811 (97.1762 percent).

The voting quorum for item 1 of the Agenda was in attendance.

The issue put to the vote was:

"To pay dividends based on the results of the first half of 2014 in the amount of RUB5.92 per ordinary share; to establish the date of drawing up a list of persons entitled for a dividend payout – 16 October, 2015; to establish the term of the dividend payout as follows: to nominee shareholders and professional capital markets trustees registered in the shareholders' register – by no later than 30 October, 2015; to all other persons registered in the shareholders' register – by no later than 23 November, 2015; the procedure for payment of dividends to each shareholder to be in accordance with that specified in the shareholders' register."

Votes were cast as follows:

For	– 4,607,330,252 votes, representing 99.9982 percent of votes of those shareholders attending the Meeting;
Against	2,350 votes, representing 0.0001 percent of votes of those shareholders attending the Meeting;
Abstentions	26,051 votes, representing 0.0006 percent of votes of those shareholders attending the Meeting.

The resolution adopted by the Extraordinary General Meeting of Shareholders on Item 1 of the Agenda is as follows:

**"To pay dividends based on the results of the first half of 2014 in the amount of RUB5.92 per ordinary share; to establish the date of drawing up a list of persons entitled for a dividend payout – 16 October, 2015; to establish the term of the dividend payout as follows: to nominee shareholders and professional capital markets trustees registered in the shareholders' register – by no later than 30 October, 2015; to all other persons registered in the shareholders' register – by no later than 23 November, 2015; the procedure for payment of dividends to each shareholder to be in accordance with that specified in the shareholders' register."**

ITEM NO. 2.

Regarding adoption of revised version of the JSC Gazprom Neft's Charter.

The total number of votes held by those shareholders included in the list of persons entitled to attend the General Meeting of Shareholders and to vote on item 2 of the Agenda is 4,741,299,639.

The number of votes held by those shareholders attending the Meeting and voting on item 2 of the Agenda was 4,607,414,811 (97.1762 percent).

The voting quorum for item 2 of the Agenda was in attendance.

The issue put to the vote was:

"To adopt the revised version of the JSC Gazprom Neft's Charter."

Votes were cast as follows:

For 4,606,287,315 votes, representing 99.9755 percent of votes of those shareholders attending the Meeting;

Against 52,300 votes, representing 0.0011 percent of votes of those shareholders attending the Meeting;

Abstentions 619,490 votes, representing 0.0134 percent of votes of those shareholders attending the Meeting.

The resolution adopted by the Extraordinary General Meeting of Shareholders on Item 2 of the Agenda is as follows:

**"To adopt the revised version of the JSC Gazprom Neft's Charter."**

ITEM NO. 3.

Regarding adoption of the revised version of JSC Gazprom Neft's Corporate Governance Code.

The total number of votes held by those shareholders included in the list of persons entitled to attend the General Meeting of Shareholders and to vote on item 3 of the Agenda is 4,741,299,639.

The number of votes held by those shareholders attending the Meeting and voting on item 3 of the Agenda was 4,607,414,811 (97.1762 percent).

The voting quorum for item 3 of the Agenda was in attendance.

The issue put to the vote was:

"To adopt the revised version of JSC Gazprom Neft's Corporate Governance Code."

Votes were cast as follows:

For 4,594,696,625 votes, representing 99.7240 percent of votes of those shareholders attending the Meeting;

Against	2,963,550 votes, representing 0.0643 percent of votes of those shareholders attending the Meeting;
Abstentions	9,269,063 votes, representing 0.2018 percent of votes of those shareholders attending the Meeting.

The resolution adopted by the Extraordinary General Meeting of Shareholders on Item 2 of the Agenda is as follows:

**"To adopt the revised version of JSC Gazprom Neft's Corporate Governance Code."**

Annexes:

1. Revised version of JSC Gazprom Neft's Charter.
2. Revised revision of JSC Gazprom Neft's Corporate Governance Code.
3. Protocol of the Counting Commission regarding voting results.

This Protocol was prepared on 2 October, 2015, and reproduced in two copies.

**Chairman of the Meeting**

**A.B. Miller**

**Secretary to the Meeting**

**A.V. Dvortsov**