

**Draft Resolutions for the Items of the Agenda
of the Annual General Meeting of Shareholders of Gazprom Neft PJSC
to be held on 09 June 2018**

Agenda:

1. *Approval of the Annual report of Gazprom Neft PJSC for 2017.*
2. *Approval of the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2017.*
3. *On the distribution of profit of Gazprom Neft PJSC for 2017.*
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 performance in 2017.*
5. *On determining the number of members of the Board of Directors of Gazprom Neft PJSC.*
6. *Election of the members of the Board of Directors of Gazprom Neft PJSC.*
7. *Election of the members of the Auditing Committee of Gazprom Neft PJSC.*
8. *Approval of the auditor of Gazprom Neft PJSC for 2018.*
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.*

1. Approval of the Annual report of Gazprom Neft PJSC for 2017.

"To approve the Annual report of Gazprom Neft PJSC for 2017"

2. Approval of the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2017.

"To approve the annual accounting (financial) statements, including the profit and loss statement, of Gazprom Neft PJSC for 2017"

3. On the distribution of profit of Gazprom Neft PJSC for 2017.

"To approve the distribution of profit of Gazprom Neft PJSC upon the results of 2017"

4. On the size, form and term of payment of dividends and the book closing date (record date) with respect to 2017 final dividends.

"To pay 2017 final dividends in the monetary form in the amount of RUB15 per ordinary share (RUB10 per ordinary share adjusted for the payout of interim dividends for 9M2017 results); to set June 26, 2018 as the book closing date (record date); 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 10, 2018, and to all other shareholders recorded in the Register of Shareholders – not later than by July 31, 2018; effect the payment of the dividends with the method specified in the Register of Shareholders"

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

"To establish the number of members of the Board of Directors of Gazprom Neft PJSC to be 13 (thirteen) persons"

6. 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;
- Valery Alexandrovich Golubev;
- Andrey Igorevich Dmitriev;
- Alexander Valerievich Dyukov;
- Andrei Vyacheslavovich Kruglov;
- Alexei Borisovich Miller;
- Yelena Vladimirovna Mikhailova;
- Kirill Gennadievich Seleznev;
- Valery Pavlovich Serdyukov;
- Mikhail Leonidovich Sereda;
- Sergei Alexandrovich Fursenko;
- Igor Yurievich Fedorov;
- Vsevolod Vladimirovich Cherepanov"

7. Election of the members of the Auditing Committee of Gazprom Neft PJSC.

"To elect the Auditing 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 2018.

"To approve JSC PricewaterhouseCoopers Audit as the auditor of Gazprom Neft PJSC for 2018"

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

"1. To 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 2017.

2. To pay an additional 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. To pay an additional 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"

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

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

- to the Chairman of the Auditing Committee – 1,200,000 rubles;
- to members of the Auditing Committee – 830,000 rubles (each)"