

## **Draft Decisions on Issues Included in the Agenda of the General Meeting of Shareholders of JSC Gazprom Neft dated June 29, 2010.**

### ***The agenda:***

1. Approval of the annual report of JSC Gazprom Neft for 2009.
2. Approval of the annual financial statements of JSC Gazprom Neft for 2009, including profit and loss statement.
3. Distribution of the profit of JSC Gazprom Neft for 2009, including payment (declaration) of dividends upon the results of 2009.
4. Election of the Board of Directors of JSC Gazprom Neft.
5. Election of the Audit Commission of JSC Gazprom Neft.
6. Approval of the auditor of JSC Gazprom Neft in 2010.
7. Remuneration to the members of the Board of Directors of JSC Gazprom Neft.
8. Remuneration to the members of the Audit Commission of JSC Gazprom Neft.

### **1. Approval of the annual report of JSC Gazprom Neft for 2009.**

“Approve the annual report of JSC Gazprom Neft for 2009”.

### **2. Approval of the annual financial statements of JSC Gazprom Neft for 2009, including profit and loss statement.**

“Approve the annual financial statements of JSC Gazprom Neft for 2009, including profit and loss statement of JSC Gazprom Neft”

### **3. Distribution of the profit of JSC Gazprom Neft for 2009, including payment (declaration) of dividends upon the results of 2009.**

“1. Approve the distribution of the profit of JSC Gazprom Neft upon the results of 2009.

2. Pay dividends upon the results of 2009 in the amount of 3.57 rubles for one common share. The dividends shall be paid by May 31, 2011. Implement the payment of dividends with the method specified in the Register of Shareholders. Any expenses related to transfer of dividends shall be covered by a Shareholder”.

### **4. Election of the Board of Directors of JSC Gazprom Neft.**

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

...

#### **Candidates:**

- Miller Alexei Borisovich;
- Golubev Valery Aleksandrovich;
- Kruglov Andrei Vyacheslavovich;
- Dubik Nikolai Nikolaevich;
- Pavlova Olga Petrovna;
- Podyuk Vasiliy Grigorievich;
- Seleznev Kirill Gennadievich;
- Alisov Vladimir Ivanovich;
- Mikheyev Alexander Leonidovich;

- Dyukov Alexander Valerievich;
- Kalinkin Alexander Vyacheslavovich;
- Garaev Marat Marselevich”.

**5. Election of the Audit Commission of JSC Gazprom Neft.**

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

- Arkhipov Dmitry Alexandrovich;
- Kovalev Vitaly Anatolievich;
- Frolov Alexander Alexandrovich”.

**6. Approval of the auditor of JSC Gazprom Neft in 2010**

“Approve JSC “PriceWaterHouseCoopers Audit” as the auditor of JSC Gazprom Neft in 2010”.

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

“1. Pay remuneration to the members of the Board of Directors of JSC Gazprom neft, who are not officials of JSC Gazprom neft executive offices (not executive directors) – 0.005% each from EBITDA according to the consolidated financial statements of JSC Gazprom neft on US GAAP for 2009.

2. Pay extra remuneration to the Chairman of the Board of Directors of JSC Gazprom neft in the amount of 50% from the sum of remuneration to the member of the Board of Directors of JSC Gazprom neft.

3. Pay extra remuneration to the members of the Board of Directors’ Committees of JSC Gazprom neft – 10% each from the sum of remuneration to the member of the Board of Directors of JSC Gazprom neft.

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

**8. 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 Board of Directors of JSC Gazprom Neft: the Chairman of the Audit Commission – 1.200.000 roubles; the members of the Audit Commission – 830.000 roubles (each)”.