

Project of Amendments to the Charter of JSC Gazprom-neft,
made on Annual General Meeting of Shareholders as of 20th June, 2008
(amendments are underlined)

| Edition of the Charter in effect | Supposed changed Edition of the Charter |
|---|---|
| Article 12. Dividends of the Company | Article 12. Dividends of the Company |
| <p>12.3. Decision on dividends payment, dividend amount and form of its payment on every category of shares is taken by the General Meeting of Shareholders of the Company. Amount of dividends should not exceed an amount recommended by the Board of Directors of the Company.</p> | <p>12.3. Decision on dividends payment, dividend amount and form of its payment on every category of shares is taken by the General Meeting of Shareholders of the Company. Amount of dividends should not exceed an amount recommended by the Board of Directors of the Company. <u>Deadline for dividends payment is until 31st May of the year next to the year, in which the decision on dividends payment was taken.</u></p> |
| Article 17. Suggestions to the Agenda, information on holding the General Meeting of Shareholders | Article 17. Suggestions to the Agenda, information on holding the General Meeting of Shareholders |
| <p>17.4. The notification on holding the General Meeting of Shareholders should be made in the terms determined by the Federal Law “On Joint-stock companies”.</p> | <p>17.4. The notification on holding the General Meeting of Shareholders should be <u>made not later than 30 days prior to the date of holding of the Meeting if the larger period is not prescribed by the effective legislation.</u></p> |