

Draft Decisions on Issues Included in the Agenda of the General Meeting of Shareholders of JSC Gazprom Neft dated June 22, 2009.

The agenda:

1. Approval of the Annual report of JSC Gazprom Neft for 2008.
2. Approval of the annual financial statements of JSC Gazprom Neft for 2008, including profit and loss statement of JSC Gazprom Neft.
3. Distribution of the profit of JSC Gazprom Neft for 2008, including payment (declaration) of dividends upon the results of the fiscal year.
4. Election of members of the Board of Directors of JSC Gazprom Neft.
5. Election of members of the Audit Commission of JSC Gazprom Neft.
6. Approval of the external auditor for of the execution of the mandatory annual audit of JSC Gazprom Neft in 2009.
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 2008.

“Approve the Annual report of JSC Gazprom Neft for 2008”.

2. Approval of the annual financial statements of JSC Gazprom Neft for 2008, including profit and loss statement of JSC Gazprom Neft.

“Approve the annual financial statements of JSC Gazprom Neft for 2008, including profit and loss statement of JSC Gazprom Neft”

3. Distribution of the profit of JSC Gazprom Neft for 2008, including payment (declaration) of dividends upon the results of the fiscal year.

“1. Approve the distribution of the profit of JSC Gazprom Neft upon the results of 2008.

2. Pay dividends upon the results of the fiscal year 2008 in the amount of 5.4 rubles per one ordinary share. The dividends shall be paid by May 31, 2010 in accordance with the method specified in the Register of Shareholders. Any expenses related to the transfer of dividends shall be covered by a Shareholder”.

4. Election of members 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;
- Claudio Descalzi;
- Umberto Vergine”.

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

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

...

Candidates:

- Ishutin Rafael Vladimirovich;
- Belobrov Andrei Viktorovich;
- Kovalev Vitaly Anatolievich”.

6. Approval of the external auditor for the execution of a mandatory annual audit of JSC Gazprom Neft in 2009.

“Approve ZAO PriceWaterHouseCoopers Audit as the JSC Gazprom Neft external auditor for the execution of an audit in accordance with the Russian Accounting Standards (RAS) and the Generally Accepted Accounting Principles (US GAAP)”.

7. 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 for 2008.

2. Approve the procedure for calculation of remuneration to the Members of the Board of Directors”.

8. 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 for 2008 in the amounts as follows:

the Chairman of the Audit Commission – 1.200.000 roubles;

the Members of the Audit Commission – 830.000 roubles (each)”.