

DRAFT RESOLUTIONS
of Rosneft's Annual General Shareholders Meeting based on the 2020 results
to be held on 1 June 2021
(hereinafter, the "Meeting")

Agenda item No. 1:

Approval of the Company's Annual Report.

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 1:

To approve Rosneft's Annual Report for 2020.

Agenda item No. 2:

Approval of the Company's annual accounting (financial) statements.

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 2:

To approve Rosneft's annual accounting (financial) statements for 2020.

Agenda item No. 3:

Approval of income distribution based on the 2020 results.

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 3:

To approve the following distribution of Rosneft's profit based on the FY 2020 results:

	RUB mln
Revenue	4,835,091.11
Expenses on ordinary activities	(4,512,747.24)
Balance of other income and expenses	(252,789.24)
Income tax (including current and deferred), tax effect of other operations	86,256.54
Net income	155,811.17
Expenses from net income including dividend payout:	73,551.35
at the end of 2020	73,551.35
Retain undistributed	82,259.82

Agenda item No. 4:

The size, term and form of dividend payment based on the 2020 results

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 4:

To pay dividends based on the results of the 2020 financial year in cash in the amount of 6 rubles 94 kopecks (six rubles ninety-four kopecks) per one outstanding share.

To set the date on which the persons entitled to receive dividends are determined as June 15, 2021.

Dividends shall be paid to nominee holders of shares and trust managers acting as professional securities market participants registered in the shareholders register not later than June 29, 2021, and to other holders of shares registered in the shareholders register not later than July 20, 2021.

Agenda item No. 5:

Remuneration and compensation of expenses to members of the Company's Board of Directors.

The item was proposed by Rosneft's Board of Directors

Draft resolution on agenda item 5:

To approve remuneration of the following Board members for the period of their service in the following amounts:

- **Gerhard Schroeder – USD 600,000**
- **Hamad Rashid Al-Mohannadi – USD 530,000**
- **Faisal Alsuwaidi – USD 560,000**
- **Matthias Warnig – USD 580,000**
- **Oleg Viyugin – USD 560,000**
- **Hans-Joerg Rudloff – USD 580,000**

To approve compensation of all costs and expenses incurred by the Board members in performing their duties.

Agenda item No. 6:

Payment of remuneration and compensation of expenses of the members of Rosneft's Audit Commission

The item was proposed by Rosneft's Board of Directors

Draft resolution on agenda item 6:

To approve the remuneration to the members of the Company's Audit Commission for the term of their duties in the amount as follows:

- **Olga Anatolyevna Andrianova - 220,000 rubles;**
- **Tatyana Valentinovna Zobkova - 55,452.05 rubles;**
- **Sergei Ivanovich Poma - 220,000 rubles.**

to approve compensation of expenses and costs incurred by members of the Audit Commission of Rosneft and related to the performance of their functions, in accordance with the established procedure.

Agenda item No. 7:

Election of the Company's Board of Directors

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 7:

To elect the following 11 persons to Rosneft's Board of Directors:

- 1. Faisal Alsuwaidi**
- 2. Hamad Rashid Al-Mohannadi**
- 3. Arthur Matthias Warnig**
- 4. Robert Dudley**
- 5. Karin Kneissl**
- 6. Bernard Looney**
- 7. Alexander Novak**
- 8. Maxim Oreshkin**
- 9. Hans-Joerg Rudloff**
- 10. Igor Sechin**
- 11. Gerhard Schroeder**

Arthur Matthias Warnig, Karin Kneissl, Alexander Novak, Maxim Oreshkin, Hans-Joerg Rudloff, Igor Sechin and Gerhard Schroeder have been nominated to the Board of Directors by a Rosneft shareholder JSC ROSNEFTEGAZ.

Robert Dudley and Bernard Looney have been nominated to Rosneft's Board of Directors by a Rosneft shareholder BP Russian Investments Limited.

Faisal Alsuwaidi and Hamad Rashid Al-Mohannadi have been nominated to Rosneft's Board of Directors by a Rosneft shareholder QH Oil Investments LLC.

Agenda item No. 8:

Election of the Company's Audit Commission

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 8:

To elect the following 5 persons to Rosneft's Audit Commission:

- 1. Olga Andrianova**
- 2. Pavel Buchnev**
- 3. Aleksey Kulagin**
- 4. Sergey Poma**
- 5. Zakhar Sabantsev**

Olga Andrianova, Pavel Buchnev, Aleksey Kulagin, Sergey Poma and Zakhar Sabantsev have been nominated to Rosneft's Audit Commission by a Rosneft shareholder JSC ROSNEFTEGAZ.

Agenda item No. 9:

Approval of the Company's auditor

The item was proposed by a Rosneft shareholder JSC ROSNEFTEGAZ.

Draft resolution on agenda item 9:

To approve Ernst & Young LLC as the Company's auditor.