

Draft amendments and additions to the Company Charter

The scope of competence of the General Meeting of Rosneft Shareholders includes introduction of amendments to the Company Charter.

In this Connection it is proposed to introduce the following amendments and additions to the Company Charter as a part of item 9 of the agenda of the Annual (2012 results) General Meeting of Shareholders:

Subparagraph (5) paragraph 9.2.1 article 9 shall have the following wording:
“(5) increase of the Company’s share capital through the issuance of additional shares”.

Subparagraph (1) paragraph 10.1.5 article 10 shall be excluded.

Paragraph 10.4.5 article 10 shall be added with subparagraph (4) with the following wording:

“(4) The decisions of the Board of Directors on proposals to the general meeting of shareholders on the matters specified with subparagraphs (1), (2), (3), (7) paragraph 9.3.3 article 9 of this Charter shall be considered as adopted by the Board of Directors, if at least all elected members of the Board of Directors, but one, have voted for it. Whereas no votes of the withdrawn members of the Board shall be accounted”.