

**Position of the Company Board of Directors with respect to
the agenda of the annual (based on 2018 results) General Shareholders Meeting
of the Company, and information about special opinions of the members of the
Company Board of Directors on each issue on the agenda of the annual (based
on 2018 results) General Shareholders Meeting of the Company**

The Company Board of Directors on 16 April 2019 (Minutes No.22) approved the agenda of the annual (based on 2018 results) General Shareholders Meeting of Rosneft Oil Company, including:

1) Based on the proposal submitted by the shareholder of Rosneft - JSC ROSNEFTEGAZ the following issues were included in the agenda of the annual (based on 2018 results) General Shareholders Meeting of Rosneft Oil Company:

- Approval of the Company Annual Report.
- Approval of the Company annual accounting (financial) statements.
- Approval of the Company profit distribution based on the 2018 results.
- Amounts, timing, and form of dividends payment based on the 2018 results.
- Election of the members of the Company Board of Directors.
- Election of the members of the Company Audit Commission.
- Approval of the Company Auditor.

2) At the initiative of the Company Board of Directors the following issues were included in the agenda¹ of the annual (based on 2018 results) General Shareholders Meeting of Rosneft Oil Company:

- Remuneration and compensation of expenses to the members of the Company Board of Directors.
- Remuneration and compensation of expenses to the members of the Company Audit Commission.

In the course of preparation for the annual (based on 2018 results) General Shareholders Meeting of Rosneft Oil Company no special opinions on the agenda of the annual (based on 2018 results) General Shareholders Meeting of Rosneft Oil Company were received.

¹ In accordance with item 7 article 53 of the Federal Law “On Joint Stock Companies”, together with the items proposed by the shareholders to be included into the AGSM agenda, the Company Board of Directors may include items in AGSM agenda at its discretion.