

**INFORMATION ON ROSNEFT BOARD DECISION MADE ON THE ISSUE  
ON CANDIDATE'S COMPLIANCE WITH INDEPENDENCE CRITERIA FOR ELECTION TO ROSNEFT BOARD OF DIRECTORS**

Meeting of Rosneft Board of Directors was held on 19.04.2021 (minutes dated 22.04.2021 No. 23).

Form of the meeting: in absentia.

Attendees: F. Alsuwaidi, H.R. Al-Mohannadi, M. Warnig, O.V. Viyugin, R. Dudley, B. Looney, A.V. Novak, M.S. Oreshkin, H. Rudloff, I.I. Sechin, G. Schroeder. A quorum to hold the meeting was present.

Item No. 3: On evaluation of independence and professional background of the candidates to be nominated to Rosneft Board of Directors.

Voting results on the issue of recognizing H. Rudloff, a candidate for election to Rosneft Board of Directors, as independent: "FOR" – F. Alsuwaidi, H.R. Al-Mohannadi, M. Warnig, O.V. Viyugin, R. Dudley, B. Looney, A.V. Novak, M.S. Oreshkin, I.I. Sechin, G. Schroeder, "against" - none, "abstained" – H. Rudloff.

Rosneft Board of Directors resolved as follows: *To recognize H. Rudloff, a candidate to Rosneft Board of Directors, as independent, despite the technical criteria of his affiliation with the issuer (Rosneft), because, taking into account his professional experience and business reputation, such affiliation does not affect his ability to make independent, objective and good faith judgments as a member of Rosneft Board of Directors.*

When deciding on the independence of H. Rudloff, the Board of Directors of Rosneft (the Company) took into account the following circumstances:

According to completed analysis, H. Rudloff has no affiliation with a significant shareholder, significant counterparties or competitors of Rosneft and the State.

Being an internationally renowned professional in the investment business and an expert in the Russian economy, H. Rudloff made a significant contribution to the development of Rosneft as a public company. The decisions made by H. Rudloff during his office as a member of Rosneft Board of Directors and Chairman of Rosneft Board Audit Committee have always testified to the independence of his judgments, independence of his position, as well as his aspirations to act in the best interests of all shareholders.

**Justification of the technical nature of the candidates' affiliation for election to Rosneft Board of Directors, H. Rudloff**

No.	Affiliation criteria	Independence justification
1.	<p>Affiliation with the Issuer (par. 9, clause 4 of Attachment No.4 to the Listing Rules of Moscow Stock Exchange)</p>	<p>According to the Listing Rules, H. Rudloff is recognized as affiliated to the issuer since he holds the position of a member of Rosneft Board of Directors for over 7 years in aggregate.</p> <p>In accordance with the Listing Rules, a candidate for election to the board of directors (elected member of the board of directors) who has held the position of a member of the board of directors for a total of 7 to 12 years may not be recognized as affiliated to the issuer if the board of directors makes a relevant decision.</p> <p>The interval between the first (from 2006 to 2013) and the next (from 2018 till present) terms of office of H. Rudloff as a member of Rosneft Board of Directors was more than 5 years. Given that during this time, there have been significant changes in the structure of the shareholder equity, the membership of the management and control bodies of Rosneft, in the scale of its activities and strategic objectives, H. Rudloff's membership in the Board of Directors of the Company during the first term does not provide strong influence on the possible affiliation of H. Rudloff with the issuer.</p> <p>Being a member of the Board of Directors and Chairman of the Board Audit Committee, H. Rudloff takes an active part in their work, always expresses independent and objective judgments when considering issues. The practice of his voting during the entire period of his membership in the Board of Directors confirms that his position on the issues of the Board of Directors' competence was not and could not have been affected by certain groups of shareholders, executive bodies or other interested parties, which testifies to the impartiality of the director and the <b>technical nature of H. Rudloff's affiliation with Rosneft.</b></p> <p>Exceptional experience and professionalism, impeccable reputation of H. Rudloff, his historical knowledge about the formation and development of the public company, Rosneft, guarantee the effective exercise by H. Rudloff of his powers as a member of the Board of Directors in the interests of the Company and all its shareholders.</p> <p>Thus, the presence of formal criteria for the affiliation between H. Rudloff and the issuer doesn't affect his ability to make independent, objective and good faith judgments within the terms of reference of Rosneft Board of Directors.</p>