

**DRAFT RESOLUTIONS**  
**of the Extraordinary General Shareholders Meeting of Rosneft Oil Company,**  
**held on September 13, 2011**

**First item of the Agenda:**

Early termination of powers of the Company's Board of Directors.

*Initiator of the item inclusion into the Shareholders Meeting Agenda Shareholder of Rosneft Oil Company—*  
*OAO ROSNEFTEGAS*

**Draft Resolution on the first item of the Agenda:**

To terminate the powers of the members of Rosneft Board of Directors.

**Second item of the Agenda:**

Election of the members of the Company's Board of Directors.

*Initiator of the item inclusion into the Shareholders Meeting Agenda Shareholder of Rosneft Oil Company—*  
*OAO ROSNEFTEGAS*

**Draft Resolution on the second item of the Agenda:**

To elect the members of Rosneft Board of Directors - 9 people in total:

***Candidates:***

- 1. Vladimir Leonidovich Bogdanov**
- 2. Matthias Warnig**
- 3. Andrey Leonidovich Kostin**
- 4. Alexander Dmitrievich Nekipelov**
- 5. Hans-Joerg Rudloff**
- 6. Nikolay Petrovich Tokarev**
- 7. Eduard Yurievich Khudainatov**
- 8. Sergey Vladimirovich Shishin**
- 9. Dmitry Evgenievich Shugayev**