

## SECRETARY OF THE BOARD OF DIRECTORS

The Secretary of the Board of Directors handles effective regular interaction with shareholders and the coordination of the Company's actions to protect the rights and interests of shareholders, and also supports the effective work of the Board of the Directors.

The main tasks of the Secretary of the Board of Directors are: to ensure the Company's governing bodies and officials comply with the corporate governance rules and procedures prescribed by the laws of the Russian Federation and the Company's Charter and internal documents; to prepare for and hold the General Meeting of Shareholders and meetings of the Board of Directors and its committees; to disclose information about the Company; and to improve corporate governance practices.

### The main functions of the Secretary of the Board of Directors include:

- organisational and information support for the work of the Board of Directors and its committees;
- preparing for and holding General Meetings of Shareholders;
- providing assistance to the Chairman of the Board of Directors in organising and planning the work of the Board of Directors;
- organising the storage of documents of the Board of Documents;
- monitoring the implementation of the decisions of the Board of Directors;
- interaction with members of the Board of Directors, consulting members of the Board of Directors on corporate governance matters and the provision of the necessary documents and information to members of the Board of Directors;
- ensuring the disclosure of information about the Company;
- organising interaction between the Company and its shareholders;
- performing other functions in accordance with the Regulation on the Board of Directors, the Company's internal documents and the instructions of the Chairman of the Board of Directors.

The Secretary of the Board of Directors has knowledge, experience, and qualifications that are sufficient to perform the duties entrusted to him as well as an impeccable professional reputation, systematically upgrades his skills, and is also active in the professional community. Dvortsov has held top places in the ratings of corporate governance directors in the fuel and energy sector for several years according to Kommersant Publishing House and the Association of Managers (18th place in the Top 1,000



**Alexey  
Vladimirovich  
Dvortsov**

Secretary of the Board  
of Directors

### Biographical information

Born in 1972.

Graduated from the State University of Management in Moscow and obtained an EMBA diploma from Stockholm School of Economics in 2012.

2007 – Head of the Corporate Regulation Department of Gazprom Neft PJSC.

2008 – Secretary of the Board of Directors.

Member of the boards of directors of the following companies: Tomskneft EOC OJSC, Northgas CJSC, AS Baltic Marine Bunker, ITSK LLC, Gazpromneft-Moscow Oil Refinery JSC, Gazpromneft-SM LLC, Gazpromneft-Omsk Refinery JSC, Gazprom Neft Lubricants Italy LLC, Gazpromneft-NNG JSC, Gazpromneft-Vostok LLC, Gazpromneft-Khantos LLC, Gazprom Neft-BM LLC, Gazprom Neft-Aero JSC, Gazprom Neft Marine Bunker LLC, Gazpromneft Marine Bunker Balkan S.A., CentreKasneftegaz LLC, Gazpromneft-Catalytic Systems LLC, and Gazpromneft-Energoservice LLC.

Secretary of the Supervisory Board at Gazprom Neft International S.A.

**Dvortsov does not own shares or interests in Gazprom Neft PJSC or its subsidiaries.** Nor does he have kinship with any other people who are members of governing bodies and/or bodies that monitor financial and business operations.

Russian Managers rating).<sup>1</sup> In addition, Dvortsov ranked among the 25 Best Corporate Governance Directors / Corporate Secretaries for 2016 according to the assessment of the Association of Independent Directors and the Russian Union of Industrialists and Entrepreneurs in a partnership with PwC and the Moscow Exchange.<sup>2</sup>

The Secretary of the Board of Directors is appointed by the Board of Directors based on the recommendation of the Chairman of the Board of Directors in an effort to ensure independence.

The Secretary of the Board of Directors is not the secretary of the Management Board.

The work procedure of the Secretary of the Board of Directors is regulated by the Regulation on the Board of Directors of Gazprom Neft PJSC.

<sup>1</sup> — Detailed information about the rating is available at the website <http://www.kommersant.ru/>

<sup>2</sup> — Detailed information about the rating is available at: <http://www.nand.ru/professional-information/ratings/rating-2017/>. Prepared by experts of the Association of Independent Directors and the Russian Union of Industrialists and Entrepreneurs in partnership with PwC and the Moscow Exchange PJSC.