

MANAGEMENT BOARD AND CEO

The structure of the Gazprom Neft executive bodies is described by the Charter and includes the Management Board and the CEO. The Company's Management Board is the collective executive body that oversees its day-to-day operations. In accordance with the Charter of Gazprom Neft PJSC, the Management Board is formed by the Board of Directors based on a recommendation by the Company's CEO. The term of office of the Management Board is also determined by the decision of the Board of Directors. The requirements for the professional qualifications of the Gazprom Neft Management Board members are established by the internal documents of Gazprom Neft PJSC.

Company CEO Alexander Dyukov (who first was the first to run the Company in December 2006 and was re-elected for a second five-year term in December 2016) serves concurrently as the Chairman of the Management Board, whose functional duties include organizing the activities of the Management Board. In the absence of the Management Board Chairman, his functions are performed by one of two Deputy Management Board Chairmen: Vadim Yakovlev (First Deputy) or Anatoly Cherner. A deputy is elected based on a recommendation by the Management Board Chairman by a majority vote of the elected Management Board members. If the Chairman and the deputies are absent, the functions of the Management Board Chairman may be performed by any member of the Management Board based on the decision of the Management Board.

PURVIEW OF THE COMPANY'S MANAGEMENT BOARD AND CEO

Main issues within the purview of the Management Board

- The purview of the Management Board is determined by the Company's Charter.
- The main functions of the Management Board include organizing the monitoring of the implementation of decisions adopted by the Company's General Meeting of Shareholders and Board of Directors, the drafting of long-term plans and the main programmes of Gazprom Neft PJSC activities for submission to the Board of Directors, including the Company's annual budget and investment programmes, the preparation of reports on their implementation as well as the drafting and approval of current plans for the Company's activities.
- The Gazprom Neft PJSC Management Board monitors the implementation of the Company's current and long-term plans and programmes as well as its investment, financial, and other projects.
- The Company's Management Board drafts proposals for submission to the Board of Directors concerning the participation and discontinuation of the participation of Gazprom Neft PJSC in other organizations (including foreign ones) and the start and termination of the activities of the Company's branches and representative offices.

Main issues within the purview of the CEO

The CEO is accountable to the Gazprom Neft PJSC Board of Directors and General Meeting of Shareholders.

The CEO manages the Company's day-to-day operations and acts within the purview prescribed by the Gazprom Neft PJSC Charter.

Main issues of purview:

- concludes transactions on the Company's behalf and administers the Company's property guided by the Company's internal documents governing the procedure for concluding transactions and the procedure for interaction with business companies and organizations in which the Company owns shares or interests;
- approves the staff of the Company and its branches and representative offices and determines the form, system, and amount of remuneration;
- approves the Company's internal documents governing its day-to-day operations;
- in coordination with the Board of Directors, appoints and dismisses deputy CEOs, the chief accountant, head of the legal service, head of the internal audit (control) department, head of the security service, head of the department in charge of preparing for and holding competitive procurements as well as the heads of the Company's branches and representative offices;
- organizes the implementation of the decisions adopted by the Company's General Meeting of Shareholders, Board of Directors, and Management Board and the fulfilment of obligations to the budget and counterparties;
- adopts decisions on the Company's participation and discontinuation of its participation in other organizations if such a decision entails a transaction for an amount not exceeding RUB 450 million or is related to the reorganization or liquidation of an organization whose assets have a book value not exceeding RUB 450 million;
- adopts decisions on the conclusion of transactions for an amount of not exceeding RUB 450 million in accordance with the procedure for concluding transactions.