

**INFORMATION ON ROSNEFT BOARD DECISION MADE ON THE ITEM
ON COMPLIANCE OF THE CANDIDATE TO ROSNEFT BOARD OF DIRECTORS WITH INDEPENDENCE CRITERIA**

Meeting of Rosneft Board of Directors was held on 25.04.2024 (minutes dated 02.05.2024 No.17).

Form of the meeting: in absentia.

Attendees: A.I. Akimov, P.A. Aquino, Jr., F. Alsuwaidi, H.R. Al-Mohannadi, M.S. Al-Sada, V.G. Martynov, A.D. Nekipelov, A.V. Novak, M.S. Oreshkin, I.I. Sechin, G.K. Satish. A quorum to hold the meeting was present.

Item 1: On evaluation of independence and professional background of the candidates to be nominated to Rosneft Board of Directors.

Voting results on clause 5 of Item 1 on recognizing the candidate to be nominated to Rosneft Board of Director V.G. Martynov as independent:

“FOR” – A.I. Akimov, P.A. Aquino, Jr., F. Alsuwaidi, H.R. Al-Mohannadi, M.S. Al-Sada, A.D. Nekipelov, A.V. Novak, M.S. Oreshkin, I.I. Sechin, G.K. Satish, "against" - none, "abstained" – V.G. Martynov.

Rosneft Board of Directors resolved as follows: *Subject to the motivated justification in accordance with Attachment to recognize the candidate to be nominated to Rosneft Board of Directors V.G. Martynov, as independent, despite the technical criteria of his affiliation with government and Rosneft competitor, because, taking into account V.G. Martynov’s 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.*

Compliance of the candidates to be nominated to the Board of Directors with the independence criteria is defined in accordance with independence criteria stipulated by Attachment No. 4 to the Listing Rules of Moscow Stock Exchange. When deciding on the independence of V.G. Martynov, the Board of Directors of Rosneft (the Company) took into account the following circumstances:

V.G. Martynov has formal criteria for the affiliation with the government and Rosneft competitor. According to the analysis, V.G. Martynov has no affiliation with a significant shareholder, significant counterparties and the issuer (Rosneft).

V.G. Martynov holds a position of the rector of Gubkin University of Oil and Gas. Being the Doctor of Economics and Professor of Russian Academy of Education, V.G. Martynov is the author of more than 210 scientific and methodic publications, has the patents for inventions. During his leadership, the University has strengthened its position as one of the leading technical universities in Russia. V.G. Martynov is an honorary worker of the gas industry, an honorary worker of the fuel and energy complex, an honorary oil industry worker and explorer of the subsoil, an honorary worker of higher professional education of the Russian Federation, a laureate of the Russian Federation Government Award in science and technology in 2011.

Justification of the technical nature of the candidate's affiliation for election to Rosneft Board of Directors, V.G. Martynov

| No. | Affiliation criteria | Independence justification |
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| 1. | <p>Affiliation with the government (par. 4, clause 7 of Attachment No. 4 to the Listing Rules of Moscow Stock Exchange)</p> | <p>According to the Listing Rules, V.G. Martynov is recognized as affiliated with the government due to his presence during one year preceding his election to Rosneft Board of Directors as governmental organization employee, appointed to the position by the decision of the public authority.</p> <p>V.G. Martynov is formally affiliated with the government due to his appointment by the Russian Federation Ministry of Education and Science¹ to the position of the rector of Gubkin University of Oil and Gas. However, according to the Russian Government Order No. 449-r dated 28.02.2024 V.G. Martynov is included in the list of candidates to Rosneft Board of Directors as an independent director, is not the representative of the state interests and is not obligated to vote on issues within the competence of the Board of Directors in accordance with the directive from the Russian Federation, a constituent entity of the Russian Federation or a municipality. V.G. Martynov was nominated to the position of the University rector by the Academic Council, not the Russian Federation.</p> <p>V.G. Martynov is not (and was not during one year) a government or municipal officer, a person who holds positions in public authorities, or an employee of the Bank of Russia.</p> <p>Being the Doctor of Economics and Professor, V.G. Martynov has the high level of professional qualification and competence in the sphere of geophysical well logging, oil and gas fields exploration. With his direct participation new virtual learning technology modelling real production processes (fields, pipelines, oil refineries) was created and implemented that significantly improved the quality of specialists training, meeting the requirements of Russian and international oil and gas companies.</p> <p>Many years of experience and expertise of V.G. Martynov guarantee further Rosneft activity improvement, including Board of Directors and its committees activity.</p> <p>Therefore, taking into account professional experience and expertise, popularity and recognition in the scientific world, impeccable reputation of V.G. Martynov let him make independent, objective and good faith judgments within the terms of reference of Rosneft Board of Directors. The presence of formal criteria for the affiliation between V.G. Martynov and the government does not affect his decisions and acting in the interests of all shareholders.</p> |
| 2. | <p>Affiliation with the competitor (par. 1, clause 6 of Attachment No. 4 to the</p> | <p>Since 2013 V.G. Martynov is the member of the Board of Directors of PJSC GAZPROM– the controlling entity of Rosneft competitor – Gazprom Neft PJSC.</p> <p>Therefore, V.G. Martynov is affiliated with Rosneft competitor – Gazprom Neft PJSC. Thus, such affiliation is purely formal and does not affect V.G. Martynov’s ability to act as Rosneft Board of Directors member due to the following</p> |

¹ Order No. 20-02-01/4 dated 25.07.2018

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| Listing Rules of Moscow Stock Exchange) | <p>reasons:</p> <ul style="list-style-type: none">– V.G. Martynov is not an employee and/or member of the management or executive bodies of Gazprom Neft PJSC and entities controlled by it, thus he has no ability to influence Gazprom Neft PJSC production and economic activity and its results as well as the policy of relationships with Rosneft;– V.G. Martynov is the author of more than 210 scientific and methodic publications, a popular scientist, has also the impeccable reputation among investors. <p>Many years of experience, expertise and high qualification in oil and gas industry of V.G. Martynov are especially important for Rosneft successful development.</p> <p>Thus, V.G. Martynov’s significant competence, popularity and recognition in the scientific world let him make independent, objective and good faith judgments within the terms of reference of Rosneft Board of Directors. The presence of formal criteria for the affiliation between V.G. Martynov and the competitor does not affect his decisions and acting in the interests of all shareholders.</p> |
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