

**Recommendations of Rosneft Board of Directors  
to the Annual (on the results of 2013) General Shareholders Meeting of the Company  
regarding distribution of the Company profits including determination of the amount of  
dividends on the Rosneft shares and the procedure for its payment and the losses based on the  
results of 2013**

1. To approve the distribution of Rosneft profits based on the results of 2013 fiscal year as follows:

	<b>mln rubles</b>
Pretax profit	154,779.7
Change in deferred tax assets	2,333.0
Change in deferred tax liabilities	(24,539.0)
Profit tax and other similar compulsory payments	3,705.1
Net profit	136,278.8
Expenditures out of net profit	136,278.8
including:	
Payment of dividends	136,186.6
investment, operational and social development of Rosneft	92.2

2. To pay dividends in cash based on the results of 2013 fiscal year in the amount of RUR 12.85 (Twelve rubles eighty five kopecks) per one outstanding share.

To fix the date for identifying the individuals/entities that are entitled to receive the dividends - July 8, 2014.

Dividends must be paid to the nominal shareholders and the trustees being securities market professionals who are registered in the Shareholders Register by July 22, 2014 and to other entities/individuals registered in the Shareholders Register - by August 12, 2014.

**Information on the existence of the conditions for payment of the dividends  
on the Rosneft shares for 2013**

There are conditions for Rosneft to declare the dividends on the Company shares for 2013 and pay out the aforesaid dividends in accordance with Article 43 of the Federal Law on Joint Stock Companies taking into account the expectation that:

until adoption of the resolution to pay out the dividends:

- the charter capital of Rosneft will remain fully paid-in;
- Rosneft will not carry out the procedure of repurchase of share in accordance with Article 76 of the Federal Law on Joint Stock Companies;
- as of the date of adoption of the resolution to pay out the dividends and as of the date of the dividend payment Rosneft will not meet the criteria of insolvency (bankruptcy) in accordance with the laws of the Russian Federation on the insolvency (bankruptcy) and will meet such criteria as a result of the payment of dividends ;
- the net asset value of Rosneft will not be less than its charter capital plus reserve fund and will not become less than their total amount as a result of such resolution to pay the dividends and the dividend payment (*as of December 31, 2013, the net asset value of Rosneft exceeds its charter capital plus reserve capital by 1,383,681,414 K rubles*).