

**INFORMATION ON ROSNEFT BOARD DECISION MADE ON THE ISSUE  
ON CANDIDATE'S COMPLIANCE WITH INDEPENDENCE CRITERIA FOR ELECTION TO ROSNEFT BOARD OF DIRECTORS**

Meeting of Rosneft Board of Directors was held on 19.04.2021 (minutes dated 22.04.2021 No. 23).

Form of the meeting: in absentia.

Attendees: F. Alsuwaidi, H.R. Al-Mohannadi, M. Warnig, O.V. Viyugin, R. Dudley, B. Looney, A.V. Novak, M.S. Oreshkin, H. Rudloff, I.I. Sechin, G. Schroeder. A quorum to hold the meeting was present.

Item No. 3: On evaluation of independence and professional background of the candidates to be nominated to Rosneft Board of Directors.

Voting results on the issue of recognizing G. Schroeder, a candidate for election to Rosneft Board of Directors, as independent: "FOR" – F. Alsuwaidi, H.R. Al-Mohannadi, M. Warnig, O.V. Viyugin, R. Dudley, B. Looney, A.V. Novak, M.S. Oreshkin, H. Rudloff, I.I. Sechin, "against" - none, "abstained" – G. Schroeder.

Rosneft Board of Directors resolved as follows: *To recognize G. Schroeder, a candidate to Rosneft Board of Directors, as independent, despite the technical criteria of his affiliation with the significant shareholder of Rosneft, because, taking into account his 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.*

When deciding on the independence of G. Schroeder, the Board of Directors of Rosneft (the Company) took into account the following circumstances:

According to completed analysis, G. Schroeder is not affiliated with the issuer (Rosneft), with significant counterparties and competitors of Rosneft or with the State.

G. Schroeder was nominated to Rosneft Board of Directors as an independent director, and therefore has no obligation to vote on directives / written instructions of the State, a significant shareholder of Rosneft, or an entity controlling a significant shareholder. When exercising the powers of Rosneft Board member in previous periods, G. Schroeder also made his own objective judgments and voted independently of third parties (did not receive directives / written instructions from the State, a significant shareholder of Rosneft, or an entity controlling a significant shareholder).

G. Schroeder has a high degree of professionalism and international experience including experience in Europe which is one of the main product distribution regions for the Company. G. Schroeder has an internationally recognized reputation which indicates his ability to form his own independent position objectively and in good faith.

Based on G. Schroeder`s work experience as Rosneft Board member and voting practice, his position on the BoD agenda items has never been affected by the executive bodies, specific groups of shareholders or other interested parties and is based solely on his professional experience and knowledge.

**Justification of the technical nature of the candidates' affiliation for election to the Rosneft Board of Directors, G. Schroeder**

No.	Affiliation criteria	Independence justification
1.	<p>Affiliation with a significant shareholder of the issuer (sub-clause 3, clause 5 of Attachment No.4 to the Listing Rules of Moscow Stock Exchange)</p>	<p>JSC ROSNEFTEGAZ and its controlling entity the Russian Federation are significant shareholders of Rosneft.</p> <p>G. Schroeder, along with his membership in Rosneft Board of Directors, is a member of the Shareholders Committee of Nord Stream AG and a member of the Board of Directors of Nord Stream 2 AG, both controlled by the Russian Federation (through Gazprom), which controls a significant shareholder of Rosneft (JSC ROSNEFTEGAZ).</p> <p>Nord Stream AG and Nord Stream 2 AG are project companies established for the planning, construction and further operation of Nord Stream and Nord Stream 2 gas pipelines. In fact, the Nord Stream 2 gas pipeline is an extension of the Nord Stream gas pipeline. Nord Stream and Nord Stream 2 projects are linked by a common goal and provide similar technological processes for the transportation of natural gas to the European market, and these projects are managed through two legal entities due to the specifics of Gazprom business.</p> <p>The significant shareholder (JSC ROSNEFTEGAZ) does not have any influence on the election of G. Schroeder to the governing bodies of Nord Stream AG and Nord Stream 2 AG.</p> <p>Considering the above, as well as the fact that the Russian Federation does not directly manage Nord Stream AG and Nord Stream 2 AG (managed by Gazprom), <b>G. Schroeder's affiliation with the significant shareholder is of a technical nature</b> and does not affect the decisions he makes, his ability to make independent, objective and good faith judgments and act in the best interests of all shareholders of the Company.</p>