

APPROVED BY

General Meeting of Shareholders of
OJSC Oil Company Rosneft
On June 7, 2006
Minutes without No.

**REGULATIONS ON THE AUDIT COMMISSION
of OJSC Oil Company Rosneft**

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Article 1. General Provisions

1. The Audit Commission shall be the body responsible for supervision of financial and business operations of Open Joint Stock Company Oil Company Rosneft (hereinafter – the “Company”), its governing bodies, officers, units and services, branches and representative offices.

2. In its operations, the Audit Commission shall be governed by the legislation of the Russian Federation, the Charter of the Company and these Regulations.

3. The scope of competence of the Audit Commission shall be stipulated by the Federal Law “On Joint Stock Companies”. The scope of competence of the Audit Commission in matters not covered by the Federal Law “On Joint Stock Companies” shall be stipulated by the Charter of the Company.

Article 2. Duties of the Audit Commission

1. The Audit Commission shall:

promptly communicate to the General Meeting of Shareholders, the Board of Directors, the collective executive body and the individual executive body the findings of the examinations (audits) conducted thereby in the form of opinion or report;

assess reliability of the information included into the annual report of the Company and contained in the annual accounting statements of the Company;

keep commercial secrets, refrain from disclosure of confidential information made available to the members of the Audit Commission in the course of performance by them of their functions;

in the course of examinations (audits), demand that governing bodies of the Company, heads of units, services, branches and representative offices of the Company, and officers of the Company furnish information (documents and materials) lying within the scope of competence of the Audit Commission;

demand convocation of the meetings of the Board of Directors, convocation of the extraordinary General Meeting of Shareholders in situations where identified violations in financial and business operations or actual threats to the interests of the Company warrant resolutions on the matters lying within the scope of competence of the governing bodies of the Company;

demand that the individual executive body of the Company, the members of the Board of Directors of the Company, employees of the Company, any officers of the Company, provide written explanations with respect to any matters lying within the scope of competence of the Audit Commission;

register violations of laws and regulations, the Charter of the Company, internal regulations of the Company, rules and procedures of the Company by employees and officers of the Company;

audit financial and business operations of the Company at the end of each year, and at any other time at the initiative of the persons authorized therefor by the Federal Law “On Joint Stock Companies”, the Charter of the Company and these Regulations.

2. The members of the Audit Commission shall attend the General Meeting of Shareholders and reply to the questions posed by the attendees thereof.

3. The members of the Audit Commission shall be liable:

— for any loss, impairment or falsification of the documents and materials submitted to the Audit Commission;

— for disclosure of confidential information, official or commercial secrets of the Company;

— for careless or improper conduct of examinations (audits) of financial and business operations, and failure to promptly submit reports and opinions of the Audit Commission to the governing bodies of the Company;

— in other instances of careless or improper discharge by them of their official duties.

Article 3. Procedures for the Conduct of Examinations (Audits)

1. An examination (audit) of financial and business operations of the Company shall be conducted at the end of each year of the Company.

2. The Audit Commission shall have submitted to the Board of Directors an opinion based on the findings of the annual examination (audit) of financial and business operations of the Company, and an opinion as to the reliability of the information included into the annual report of the Company and contained in the annual accounting statements of the Company, no later than 40 days before the date of the annual General Meeting of Shareholders.

3. The examination (audit) of financial and business operations of the Company shall also be conducted at any time at the initiative of the Audit Commission, or by resolution of the governing bodies or at the demand of the persons authorized to approve such resolutions or pose such demands by the legislation, the Charter of the Company and these Regulations.

4. Having identified any violations, the member of the Audit Commission shall submit to the Chairman of the Audit Commission a written description thereof and a demand that the Audit Commission pass a resolution thereon.

The Chairman of the Audit Commission shall call a meeting of the Audit Commission within 3 business days following the date of receipt of the said demand.

If the Audit Commission resolves to conduct the examination (audit), the Chairman of the Audit Commission shall arrange and proceed to conduct the same.

5. In the course of the examinations, the members of the Audit Commission shall review all available and received documents and materials related to the subject matter of the examination.

6. Based upon the findings of the examination of financial and business operations of the Company, the Audit Commission shall prepare and approve its opinion.

7. The initiators of the examination (audit) of financial and business operations of the Company may, at any time prior to the approval by the Audit Commission of the resolution to conduct the examination (audit), withdraw their demand by written notice to the Audit Commission.

Article 4. Procedures for Requesting the Conduct of the Examination (Audit)

1. The examination (audit) of financial and business operations of the Company shall be conducted at any time by resolution of the General Meeting of Shareholders, by resolution of the Board of Directors, or at the request of the shareholder(s) of the Company holding on the aggregate at least 10 percent of the voting shares of the Company.

2. The shareholders initiating the examination (audit) shall submit to the Audit Commission a written request which shall contain the following information:

names of the shareholders;

information about the shares held thereby (number, category, type).

The request shall be signed by the initiating shareholder(s) or his/her/their authorized representative(s). If the request is signed by such authorized representative(s), it shall be accompanied by the appropriate power(s) of attorney.

If the examination (audit) is initiated by shareholders, which are legal entities, the signature of the representative of each such legal entity acting, in accordance with its charter, without the power of attorney shall be certified by the official seal of such legal entity. If the request is signed by the representative of a legal entity acting on its behalf under a power of attorney, it shall be accompanied by such power of attorney, and by copies of the documents certifying the authority of the person issuing such power of attorney.

3. The request of the persons initiating the examinations shall be mailed to the address of the Company to the attention of the Chairman of the Audit Commission, or shall be delivered to the Company in person.

The date on which the request is submitted shall be the date on which it is received by, or delivered to, the Company.

The copy of the minutes of the General Meeting of Shareholders or of the meeting of the Board of Directors shall be delivered to the Chairman of the Audit Commission.

The date on which the minutes are delivered shall be the date on which a copy thereof is handed over to the Chairman of the Audit Commission.

4. The Audit Commission shall resolve to conduct the examination (audit) of financial and business operations of the Company, or provide a motivated refusal to do the same, within 5 business days following the date of the request.

The unscheduled examination of financial and business operations of the Company conducted by resolution of the General Meeting of Shareholders or of the Board of Directors shall have commenced within 30 days following the date of delivery of the minutes of the General Meeting of Shareholders or of the meeting of the Board of Directors.

The unscheduled examination of financial and business operations of the Company conducted at the request of the shareholder(s) of the Company holding on the aggregate at least 10 percent of the voting shares of the Company shall have commenced within 30 days following the date of receipt of the appropriate request.

The duration of such examination (audit) shall not exceed 90 days, provided that it may be extended by resolution of the Audit Commission.

5. The Audit Commission may refuse to conduct the examination (audit) in the following situations:
the shareholders requesting the conduct of such examination (audit) do not hold the requisite number of the voting shares;

the Audit Commission has already examined (audited) the facts which have caused the request to conduct the examination (audit), and approved the opinion describing the findings of such examination (audit);

the request fails to meet the applicable requirements stipulated by the laws and regulations of the Russian Federation, or by the Charter of the Company.

6. The shareholder(s), which has (have) filed a request to conduct the examination (audit) of financial and business operations of the Company may file a new request to conduct another such examination (audit) not earlier than one month after the date of first such request.

Article 5. Procedures for Requesting the Convocation of the Extraordinary General Meeting of Shareholders

1. The request to convene the extraordinary General Meeting of Shareholders shall be approved by a simple majority of votes of the members of the Audit Commission attending the meeting.

The request shall be signed by the Chairman of the Audit Commission.

2. The request of the Audit Commission to convene the extraordinary General Meeting of Shareholders shall be filed in writing by mailing a registered letter with delivery confirmation to the address of the Company, or by personal delivery to the Company.

The date of the request for the convocation of the extraordinary General Meeting of Shareholders shall be the date on which it is received by, or delivered to, the Company.

The request filed by the Audit Commission shall contain the following information:

wording of the items on the agenda, and of the proposed resolutions thereon;

form of conduct of the meeting;

other matters as may be stipulated by the legislation of the Russian Federation.

Article 6. Resolutions of the Audit Commission

1. The Audit Commission shall pass resolutions on the matters, which are assigned to its scope of competence by the Federal Law "On Joint Stock Companies" and the Charter of the Company at the meetings of the Audit Commission.

Minutes shall be maintained at all meetings of the Audit Commission. Each such minutes shall be signed by all members of the Audit Commission participating in the meeting.

The meetings of the Audit Commission shall be conducted prior to the commencement, and upon completion, of each examination (audit). Any member of the Audit Commission may request the convocation of the meeting of the Audit Commission upon discovery of violations warranting urgent action.

The meetings of the Audit Commission conducted prior to the commencement of the examination (audit) shall:

— resolve all administrative issues related to the conduct of the examination (audit);

— approve the list of persons directly responsible for the conduct of the examination (audit).

The following persons, which are not members of the Audit Commission may be invited to the meeting of the Audit Commission: members of the Board of Directors, the individual executive body, members of the collective executive body, officers and heads of units of the Company, including the employees of the Internal Control Service of the Company, representatives of the Auditor of the Company, experts and consultants, other persons invited by the Chairman of the Audit Commission.

The meeting of the Audit Commission of the Company may be conducted concurrently with the meeting of the Board of Directors of the Company.

The Audit Commission may conduct joint meetings with the Audit Committee of the Board of Directors of the Company. Such meetings shall be conducted mandatorily to review the following matters:

— opinion of the Audit Commission (Comptroller) of the Company on the findings of the examination of financial and business operations of the Company at the end of the year;

— opinion of the Audit Commission (Comptroller) of the Company on the findings of the examination of the annual accounting statements;

— opinion of the Audit Commission on reliability of the information contained in the annual report of the Company.

2. The meetings of the Audit Commission of the Company shall be conducted in the form of joint presence of the members of the Audit Commission for discussing the items on the agenda and approving resolution on the items put to the vote.

3. The quorum for the conduct of the meetings of the Audit Commission and the number of votes required to approve resolutions shall be stipulated by the Charter of the Company.

4. If any member of the Audit Commission does not agree with the resolution approved by the Audit Commission, he/she may demand that his/her dissenting opinion be registered in the minutes of the meeting and communicated to the governing bodies and/or shareholders of the Company.

The member of the Audit Commission which does not agree with the opinion delivered by the Audit Commission may present his/her dissenting opinion which shall be attached to the opinion of the Audit Commission, and shall be an integral part thereof.

If the member of the Audit Commission does not sign the opinion or present his/her dissenting opinion, the opinion shall indicate the reasons therefor.

Article 7. Chairman of the Audit Commission

1. The Audit Commission shall elect one of its members to serve as the Chairman of the Audit Commission. The Chairman of the Audit Commission shall be elected at the meeting of the Audit Commission by a simple majority of votes of elected members of the Audit Commission.

The Audit Commission may, at any time, reelect the Chairman of the Audit Commission by a simple majority of votes of elected members of the Audit Commission, with the exception of the votes of the members of the Audit Commission which have resigned or been dismissed from the Audit Commission.

2. The Chairman of the Audit Commission shall:
convene and conduct the meetings of the Audit Commission;
organize the work of the Audit Commission;
represent the Audit Commission at the meetings of the Board of Directors and at the General Meeting of Shareholders;
sign documents prepared by the Audit Commission.

3. In the absence of the Chairman of the Audit Commission, his/her functions shall be performed by one of the members of the Audit Commission selected by a simple majority of votes of the members of the Audit Commission attending the meeting.

Article 8. Remuneration and Compensations of the Members of the Audit Commission

1. The General Meeting of Shareholders may resolve that the members of the Audit Commission be paid remuneration for the work performed by them during their terms in office and/or reimbursed for the expenses incurred by them in their official capacity. The amount of such remuneration and compensations shall be established by resolution of the General Meeting of Shareholders.

The payment of such remuneration and compensations to the members of the Audit Commission for performance of their duties shall constitute a separate item on the agenda of the General Meeting of Shareholders.

The remuneration shall be paid by resolution of the General Meeting of Shareholders out of the year results of the Company.

Article 9. Documents of the Audit Commission

1. The documents of the Audit Commission shall include the following;

- minutes of the meetings of the Audit Commission;
- reports of the Audit Commission on the findings of examinations (audits);
- opinions of the Audit Commission.

2. The minutes of the meeting of the Audit Commission shall have been drawn within 3 days following the date of the meeting.

The minutes shall contain the following information:

- name of the Company;
- persons attending the meeting;
- persons, which presented dissenting opinions on resolutions approved;
- agenda of the meeting;
- items put to the vote, and the results of voting thereon;
- resolutions approved.

3. The reports of the Audit Commission on the findings of examinations (audits) shall contain the following information:

- place and time of the examination (audit);
- members of the Audit Commission participating in the examination (audit);
- grounds for the conduct of the examination (audit);

- description of identified violations of the applicable provisions of the laws and regulations, the Charter and internal regulations of the Company;
- list of persons which committed violations of the applicable provisions of the laws and regulations, the Charter and internal regulations of the Company;
- references to the provisions of the laws and regulations, the Charter and internal regulations of the Company whose violations were identified in the course of the examination (audit).

4. The opinions of the Audit Commission shall contain the following information:

- conclusions with respect to compliance or non-compliance with the applicable provisions of the laws and regulations, the Charter and internal regulations of the Company;
- assessment of reliability of the information included into the annual report of the Company and contained in the annual accounting statements of the Company;
- requests for provision of information (documents and materials) filed in the course of the examination (audit) with the governing bodies of the Company, heads of units, services, branches and representative offices of the Company, and officers of the Company;
- instances of refusal to provide any such information (documents and materials) as requested;
- information about requests of the Audit Commission to convene the meetings of the Board of Directors and the extraordinary General Meeting of Shareholders;
- information about written explanations provided by the individual executive body, members of the Board of Directors, officers and employees of the Company;
- description of violations of laws and regulations, the Charter of the Company, internal regulations of the Company, rules and procedures of the Company by employees and officers of the Company.

5. The documents of the Audit Commission shall be signed by the members of the Audit Commission, and need not be sealed with the official seal of the Company.

6. Originals of the documents of the Audit Commission shall be transferred by the Chairman of the Audit Commission to the individual executive body of the Company for storage, and an appropriate report shall be drawn to that effect.

The opinion of the Audit Commission on the findings of the unscheduled examination of financial and business operations of the Company shall be submitted to the Audit Committee of the Board of Directors through the Corporate Secretary of the Company within 3 days following the date of completion of the examination.

7. The Chairman of the Audit Commission shall store the following documents:

- requests for the conduct of examinations (audits);
- refusals of the Audit Commission to conduct any examinations (audits);
- written refusals of the officers of the Company to provide information.

8. The Company, represented by the individual executive body, shall ensure that the shareholders have access to the documents of the Audit Commission in accordance with the procedure, and to the extent, stipulated by the legislation of the Russian Federation.

If so requested by any shareholder, the Company shall furnish such shareholder, for a fee, with copies of the documents of the Audit Commission. The amount of the said fee shall be determined by the Company, and may not exceed the amount of expenses incurred in connection with the preparation and mailing of copies of such documents.