

### **Note to the Question 3**

Pursuant to Article 83 of the Federal Law «On joint-stock companies» (hereinafter – the «Law») an interested-party transaction shall be approved according to the requirement of the Law.

Pursuant to item 6 of the Article 83 of the Law, the General Meeting of shareholders has the right to take decision on approving the interested-party transactions and the transactions which may be undertaken in future in the process of implementation of the ordinary economic activity. Such decision is effective until the next Annual Meeting of shareholders.

The following interested-party transactions and the transactions which may be undertaken in future in the process of implementation of the ordinary economic activity before the date of holding of the next Annual General Meeting of shareholders of JSC Gazprom neft are passing for approval of the General Meeting of shareholders:

1. Agreements connected to the acquisition of the crude oil by JSC Gazprom neft from affiliate and dependent companies;
2. Agreement connected to the sale of the crude oil and oil products by JSC Gazprom neft to affiliate and dependent companies;
3. Granting by JSC Gazprom neft of the loans to affiliate companies;
4. Rendering services to affiliate/dependent companies;
5. Business risk insurance contracts with JSC SOGAS

The state transactions are being undertaken by JSC Gazprom within the main business of the Company and directed to implementation of operations on purchase and sale of crude oil and oil products, financing of investment project, implementation of mutual exchanges between business companies pertaining in one group of entities with JSC Gazprom neft.

There is the interest of JSC Gazprom and Gazprom Finans B.V. in settlement of the transactions with affiliate/dependent companies. JSC Gazprom and Gazprom Finans B.V. own more than 20% of the voting shares of JSC Gazprom neft and affiliates of which are the parties of the transactions. With regard to settlement of the transactions with JSC SOGAS there is the interest of JSC Gazprom and Gazprom Finans B.V. that own more than 20% of voting shares of JSC Gazprom neft and affiliates of which are holding the appointment in Governing Bodies of JSC SOGAS.

With regard to the transactions with JSC NGK Slavneft, JSC Slavneft MNG there is the interest of the persons holding the appointments in the Governing Bodies of JSC Gazprom neft and simultaneously holding the appointments in Governing Bodies of NGK Slavneft and JSC Slavneft-MNG.