

**APPROVED BY**

Resolution of the Board of Directors  
of OJSC Oil Company Rosneft  
Minutes No. 6 as of May 17, 2006

**REGULATIONS ON COUNTING COMMISSION  
OF OPEN JOINT STOCK COMPANY  
OIL COMPANY ROSNEFT**

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### **Article 1. Regulations on the Counting Commission**

In accordance with the Civil Code of the Russian Federation, Federal Law “On Joint Stock Companies”, other regulatory legal acts of the Russian Federation, Corporate Governance Code and Charter of OJSC Oil Company Rosneft (hereinafter the “Company”) these Regulations establish a procedure for operation of the Counting Commission of the Company.

### **Article 2. Terms and definitions**

1. The terms and definitions, used in these Regulations shall be applied in the sense, in which they are used in the laws of the Russian Federation on joint stock companies and securities, unless otherwise provided by these Regulations.

2. For the purposes of these Regulations, the following terms and definitions shall apply:

“**Extraordinary General Meeting**” means a General Meeting of Shareholders, held besides the Annual General Meeting of Shareholders;

“**Annual General Meeting**” means an annually held General Meeting of Shareholders, which deals with the issues of election of the Board of Directors of the Company and the Internal Audit Commission (Comptroller) of the Company, confirmation of the Auditor of the Company, approval of the annual report (annual reports) and annual financial statements, distribution of profits, including payment (declaration) of dividends, with the exception of the profits appropriated upon the results of the first quarter, six-months’ period, and nine-month’ period of the fiscal year and of the Company’s losses upon the results of the fiscal year, and other issues;

“**date of disclosure of decision on delegation of an observer**” means the date, indicated on the impression of the calendar stamp, confirming the date of dispatch of the mail, if the decision on sending an observer is sent by mail; and the date of actual service, if the decision is delivered by hand against written acknowledgement;

“**Corporate Secretary of the Company**” means an officer of the Company, who is responsible for compliance with the procedures for securing shareholders’ rights;

“**separate voting**” (in electing bodies of the Company and the Counting Commission of the Company) means ballot, in which a meeting participant votes for or against each candidate to the bodies of the Company with his / her disposable block of shares. Outcome of voting shall be determined separately for each candidate. The candidates, who received the majority of votes of voting shareholders, participating in the meeting, are considered to be elected to the Company body;

“**registrar**” means the registrar of the Company, who maintains the register of the holders of registered securities of the Company on the basis of agreement with the Company;

“**Counting Commission**” means an operation body of the General Meeting of Shareholders, the functions of which are performed by the Registrar of the Company in the events, specified by the law or the Charter of the Company;

“**form of holding a General Meeting of Shareholders**” means compresence of shareholders in order to discuss the agenda items and take decisions on the issue, put to the vote, including that with preliminary dispatch (delivery) of ballot papers prior to holding the General Meeting of Shareholders;

“**vote by casting voting ballots**” means holding a General Meeting of Shareholders, in which shareholders vote on the agenda items without their compresence for discussing the agenda items and by means of taking decisions on the issues, put to the vote, using ballots.

### **Article 3. Operation rules of the Counting Commission vested in these Regulations and other enactments**

1. The Counting Commission shall be guided in its activity by the rules stipulated by the laws and other regulatory legal acts of the Russian Federation, the Charter, and the internal regulations of the Company.

2. If the Charter and (or) the Regulations on the General Meeting of Shareholders rule differently to these Regulations, the rules of the Charter and (or) the regulations on the General Meeting of Shareholders shall prevail.

3. If any issues, related to holding the General Meeting of Shareholders, are not regulated by the provisions of laws and other regulatory legal acts of the Russian Federation, the Charter, and the internal regulations of the Company, they shall be settled by the Counting Commission in terms of the need for maximum assurance of the shareholders’ right to participate in the General Meeting.

4. Any unresolved ambiguity of the rules, stipulated in regulatory legal acts and other enactments, shall be interpreted by the Counting Commission in favor of expanding the rights and legitimate interests of shareholders.

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**Article 4. Application of the operation rules of the Counting Commission to the special Registrar of the Company**

The functions of the Counting Commission shall be performed in the Company by the Registrar of the Company.

The rules, specified by these Regulations shall be applicable to the Registrar.

**Article 5. Functions of the Counting Commission**

1. The main tasks of the Counting Commission shall be the following:

- assurance of equal opportunities for all persons, entitled to participate in the General Meeting of Shareholders, to take part in the General Meeting;
- reliable determination of the meeting participants' declaration of will on the points submitted for decision to the General Meeting of Shareholders.

2. The Counting Commission shall perform the following functions:

- verify the authorities of and registers the persons, participating in the General Meeting of Shareholders, and maintain registers;
- determine the quorum of the General Meeting of Shareholders and the quorum for taking decisions on each agenda item;
- provide clarifications on the problems, associated with the exercise by shareholders (their representatives) of the right of vote at the General Meeting;
- provide clarification on the procedures of voting on the issues put to the ballot;
- secure the established voting procedure and shareholders' rights to participate in the ballot;
- count votes and sum up voting results;
- keep minutes of the voting results;
- submit ballot papers to the archives;
- forward documents, verifying the authorities of legal successors and representatives of persons, included in the list of persons entitled to participate in the General Meeting, to the Company;
- perform other functions, specified by the Charter and internal regulations of the Company.

3. The information, received by members of the Counting Commission in connection with performance of their functions, shall be confidential to the extent the laws of the Russian Federation permit.

**Article 6. Cooperation between the Counting Commission and the Corporate Secretary of the Company**

1. The Counting Commission shall assist the Corporate Secretary in exercising his / her functions related to preparation and holding of the General Meeting of Shareholders.

2. The Corporate Secretary of the Company shall be entitled to sit in the procedure of summing up the results of voting on the agenda items of the General Meeting of Shareholders by the Counting Commission.

**Article 7. Performance of functions of the Counting Commission at the Extraordinary General Meeting of Shareholders**

The Counting Commission shall exercise its functions regardless of the initiator of an Extraordinary General Meeting of Shareholders.

**Article 8. Rights of members of the Counting Commission**

1. When exercising their rights and performing their duties, members of the Counting Commission shall act to secure the rights and interests of shareholders, and exercise their rights and perform their duties in good faith and on reasonable grounds.

2. A member of the Counting Commission shall be entitled to:

- request information (documents and materials), which is necessary for timely and proper performance of his / her functions, from officers and employees of the Company;
- receive compensation and (or) reimbursement of costs, associated with exercise of his / her functions of a member of the Counting Commission of the Company, for performing his / her duties;
- review documents of the Counting Commission;
- participate in drafting documents of the Counting Commission.

**Article 9. Obligations of members of the Counting Commission**

A member of the Counting Commission shall:

- act within the limits of his / her rights, in compliance with the objectives and functions of the Counting Commission;

- act on reasonable grounds, in good faith, and with due diligence with regard to securing shareholders' rights;
- not disclose confidential information that has come to his / her notice;
- take reasonable decisions and for this purpose consider the entire scope of necessary information (materials) and bring all information related to the exercise of the Counting Commission's function without distinction to the notice of all members of the Counting Commission;
- inform the Chairman and other members of the Counting Commission of the events of violation of legal acts, the Charter, these Regulations, and other internal documents of the Company with regard to shareholders' rights and interests, that have come to his notice;
- attend the General Meeting of Shareholders and answer questions of the meeting participants.

**Article 10. The contract between the Company and a member of the Counting Commission**

The Company, in the name of its sole executive body, shall be entitled to conclude a contract with a Registrar, exercising functions of the Counting Commission.

**Article 11. Responsibility of a member of the Counting Commission**

1. The Company, in the name of its sole executive body, shall be entitled to conclude a contract with members of the Counting Commission, which contains a clause of liability for disclosure of information on the voting of shareholders that has come to their notice, except when such information must be furnished under the law.

2. Members of the Counting Commission shall be held liable to the Company for the losses incurred by the Company due to their guilty activities (culpable failure) under the procedure and subject to conditions, stipulated by the contract between the Company and the member of the Counting Commission.

**Article 12. Chairman of the Counting Commission**

1. The Chairman of the Counting Commission shall be elected by the members of the Counting Commission from among themselves by a majority vote of the members of the Counting Commission of the Company.

In the event of performance of the Counting Commission's functions by the Registrar, the Registrar shall determine the person, acting as Chairman of the Counting Commission.

2. The Counting Commission shall be entitled to re-elect its Chairman at any time.

3. Members of the Counting Commission shall be entitled to elect Deputy Chairman, who shall act for Chairman while he / she is absent.

4. When the Chairman of the Counting Commission of the previous composition is reelected to the new one, he / she shall continue to act as Chairman until a new Chairman is elected. If the Chairman of the Counting Commission of the previous composition is not reelected to the new one, the oldest member of the Counting Commission performs the duties of the Chairman of the Counting Commission until he / she is elected.

5. The Chairman of the Counting Commission shall:

- organize the operation of the Counting Commission;
- act as representative of the Counting Commission to shareholders', bodies and officers of the Company;
- perform other functions, specified by these Regulations.

6. In case the Chairman of the Counting Commission and his / her Deputy are absent, his / her functions shall be exercised by one of the members of the Counting Commission by the decision of the Counting Commission.

The persons, acting for the Chairman of the Counting Commission while he / she is absent, shall be entitled to exercise any powers, envisaged for the Chairman of the Counting Commission.

7. The Chairman of the Counting Commission shall not be entitled to delegate its functions to another person.

**Article 13. Financing of operation of the Counting Commission**

1. The funds, allocated from the budget (budget appropriations) of the Company to finance the operation of the Counting Commission when holding the General Meeting of Shareholders, shall be placed at the disposal of the sole executive body and are distributed as advised by the Chairman of the Counting Commission.

2. The statement of application of the funds, allocated to the Counting Commission, is included in annual financial statements of the Company.

3. The Counting Commission submits an application of funds statement to the sole executive body no later than one month after the General Meeting of Shareholders.

**Article 14. Premises for operation of the Counting Commission**

1. The premises for operation of the Counting Commission shall be provided by the sole executive body of the Company.
2. The premises for operation of the Counting Commission shall be equipped with a lighting system, paper and writing utensils, and other necessary office appliances.

**Article 15. Clarification on the questions, associated with the exercise by shareholders (their representatives) of the right of vote at the General Meeting**

The questions, associated with the exercise by shareholders (their representatives) of the right of vote at the General Meeting, may be addressed to any member of the Counting Commission in any (oral or written) form.

The asked question shall be replied to any member of the Counting Commission at the Counting Commission's option.

**Article 16. Clarification on the procedures of voting on the issues put to the ballot**

Prior to the beginning of voting, one of the members of the Counting Commission shall announce the number of issues, put to the ballot, reminds, what results of the voting are valid for taking a decision, and explains the procedure of filling-in of ballots.

**Article 17. Confidentiality of the information, coming to the notice of the members of the Counting Commission in the process of counting votes**

The information, received by members of the Counting Commission in the course of processing the voting results (counting the votes and keeping minutes), shall be confidential to the extent the laws of the Russian Federation permit.

**Article 18. Documents of the Counting Commission**

1. The documents of the Counting Commission shall include the minutes based upon the results of registration at the General Shareholders' Meeting and the minutes on the outcome of voting at the General Shareholders' Meeting; the requirements to these minutes being set forth by regulatory legal acts and the regulations on the General Meeting of Shareholders of the Company.
2. The documents of the Counting Commission shall require no approval by the General Meeting of Shareholders of the Company or approval by other bodies of the Company.