APPROVED
by Resolution of
the Board of Directors of
“Surgutneftegas” PJSC,
Minutes No. 2 dated 05.10.2018.

Regulations on the Corporate Secretary of “Surgutneftegas” PJSC (revised)

Surgut
2018

Article 1. General Provisions

1.1. These Regulations on the Corporate Secretary of “Surgutneftegas” PJSC are developed in compliance with the Federal Law “On Joint Stock Companies”, the Corporate Governance Code recommended by the letter of the Bank of Russia No.06-52/2463 dated 10.04.2014 and the Charter of “Surgutneftegas” PJSC (hereinafter – the Company).

1.2. These Regulations are an internal document of the Company that determines the functions, rights and responsibilities of the Corporate Secretary of the Company (hereinafter – the Corporate Secretary).

1.3. The activity of the Corporate Secretary shall be governed by the current regulatory legal acts of the Russian Federation, the Company’s Charter, the Regulations on the Company’s Board of Directors, these Regulations and other internal documents of the Company.

Article 2. The Procedure for Appointing the Corporate Secretary

2.1. The Corporate Secretary shall report to the Company’s Board of Directors (hereinafter – the Board of Directors) and shall be appointed and removed from office by Director General of the Company in coordination with the Board of Directors.

2.2. The nominee for the position of the Corporate Secretary shall be proposed to the Board of Directors by Director General of the Company, the chairperson of the Board of Directors or the members of the Board of Directors. The proposal to nominate for the position of the Corporate Secretary shall include the following details about the nominee: full name, date of birth, educational background, employment history for the last five years. The nominee and/or the nominator may provide additional details about the nominee at their discretion.

2.3. The Board of Directors shall review the candidate nominated for the position of the Corporate Secretary and make a thorough and objective assessment of candidate’s ability to act as the Corporate Secretary based on his/her education, required skills, experience and professional qualification.

Article 3. Functions of the Corporate Secretary

3.1. The Corporate Secretary shall provide cooperation of the Company with regulatory authorities, trade organizers, registrar and other professional participants of the securities market within the powers assigned to the Corporate Secretary by these Regulations.

3.2. While arranging and holding a general shareholders’ meeting of the Company, the Corporate Secretary in collaboration with the Company’s services and the Company’s registrar shall provide the following:

compilation of the list of persons exercising the rights on the Company’s securities in cases stipulated by the Federal Law “On Joint Stock Companies” (including the lists of persons entitled to participate in a general shareholders’ meeting and the list of persons entitled to dividends);

compilation of information (materials) provided to the persons entitled to participate in a general shareholders’ meeting;

access for the persons entitled to participate in a general shareholders' meeting to the materials (information) to be provided to the persons entitled to participate in a general shareholders' meeting;

issuing extracts and certificates from the list of persons entitled to participate in a general shareholders' meeting;

sending the ballot papers to the persons entitled to participate in a general shareholders' meeting;

collection of the completed ballot papers sent to the Company and their transfer to the ballot committee;

drawing up the minutes of a general shareholders' meeting of the Company;

providing the shareholders with information about the results of voting and resolutions adopted at a general shareholders' meeting.

3.3. The Corporate Secretary shall act as the secretary and the head of secretariat of the general shareholders' meeting of the Company according to the Procedure for holding the general shareholders' meeting of the Company.

3.4. If the agenda of the general shareholders' meeting of the Company includes the issues relating to the election to the bodies of the Company, the Corporate Secretary shall send to the nominees the inquiries about their consent to be elected to the relevant body of the Company.

3.5. The Corporate Secretary shall act as the secretary of the Board of Directors, provide organizational and technical support to the Board of Directors and its committees in arranging and holding the meetings and in between the meetings, and among other things:

shall prepare and submit an activity plan to be endorsed by the chairperson of the Board of Directors and after that to be approved by the Board of Directors;

according to the activity plan of the Board of Directors and written requests from the members of the Board of Directors, the Company's Auditing Committee, the Company's Auditor and Director General of the Company, shall prepare and submit a draft agenda for a meeting of the Board of Directors to be approved by the chairperson of the Board of Directors;

shall notify in writing all the members of the Board of Directors about forthcoming scheduled and extraordinary meetings of the Board of Directors as prescribed by the Regulations on the Board of Directors;

shall arrange editing, copying, translation and distribution of documents and materials for the meetings of the Board of Directors to the members of the Board of Directors and persons invited to participate in the meetings;

shall arrange and submit documents (information) when required by the members of the Board of Directors;

shall register correspondence addressed to the Board of Directors, its chairperson and/or its members (including inquiries, requests, applications, etc.) and provide organizational support for replies to and clarifications of those;

shall send correspondence addressed to the members of the Board of Directors that does not contain any requests or proposals to include any item in the agenda of a meeting of the Board of Directors; if necessary, shall assist the members of the Board of Directors in preparation of replies to the letters, requests, applications, etc;

shall provide information to all the members of the Board of Directors on the proposals made by the Board of Directors relating to the draft resolutions of the

Board of Directors received before a meeting of the Board of Directors, or their position on the relevant issue;

in cooperation with the divisions, departments and services of the administrative office of the Company, shall arrange the arrival of the members of the Board of Directors and persons invited to the meetings of the Board of Directors;

in cooperation with the divisions, departments and services of the administrative office of the Company, shall provide technical support for meetings of the Board of Directors held in the form of joint presence (room arrangement, preparation of equipment, free access of the members of the Board of Directors and invited persons to the rooms);

shall prepare and distribute the ballot papers among the members of the Board of Directors if a meeting of the Board of Directors is held by way of absentee voting, as well as shall timely collect and process the completed ballot papers as prescribed by the Regulations on the Company's Board of Directors;

shall take the minutes of a meeting of the Board of Directors, record presence or absence of a quorum at a meeting and inform the members of the Board of Directors about the presence of a quorum for the Board of Directors to adopt resolutions on a particular issue;

shall register proposals of the members of the Board of Directors on the relevant draft resolutions of the Board of Directors;

shall ensure voting at a meeting of the Board of Directors and record the results of voting;

shall clarify any organizational matters related to the procedure for arranging and holding the meetings of the Board of Directors;

in compliance with a special resolution of the Board of Directors or instructions of the chairperson of the Board of Directors, shall provide organizational and technical support for recording a meeting of the Board of Directors either by taking it down in shorthand or by recording it on magnetic and/or electronic media;

shall draw up the minutes of a meeting of the Board of Directors within the terms established by the current legislation of the Russian Federation;

shall arrange distribution of documents approved by the Board of Directors and sending other information regarding the resolutions adopted by the Board of Directors to the Company's services whose function is regulated by the adopted resolutions, including the ones related to the Company's obligation to disclose information about the resolutions adopted by the Board of Directors, in the securities market in accordance with the current legislation of the Russian Federation;

under the guidance of the chairperson of the Board of Directors, shall monitor the implementation of the resolutions of the Board of Directors;

shall organize and keep the file register of the Board of Directors;

shall ensure that the personal data forms of the members of the Board of Directors are prepared, kept and updated in a timely manner;

shall keep the register for official correspondence (incoming and outgoing documents) of the Board of Directors;

shall ensure that remunerations and compensations are paid to the members of the Board of Directors in a timely manner.

Unless otherwise stipulated by the resolutions of the Board of Directors, the Corporate Secretary shall act as the secretary of the committees of the Board of Directors.

3.6. In addition to the functions directly related to arranging and holding the general shareholders' meetings of the Company and the meetings of the Board of Directors, the Corporate Secretary shall perform the following functions:

in cooperation with the relevant services of the Company, shall archive and keep all documents of the Company related to the general shareholders' meetings of the Company, the Company's Board of Directors and Auditing Committee;

shall compile and certify copies of the minutes and abstracts of the minutes of the general meetings of the Company, meetings of the Board of Directors and Auditing Committee as well as copies and abstracts of the documents approved by the above-mentioned bodies of the Company and shall submit them to the concerned services of the Company, the shareholders of the Company, state authorities and other persons upon their request in the manner prescribed by the current legislation of the Russian Federation.

3.7. The Corporate Secretary shall have the right to perform other functions related to holding the general shareholders' meetings of the Company and arranging the work of the Board of Directors in accordance with the current legislation of the Russian Federation, the Company's Charter, internal documents of the Company and resolutions of the Board of Directors.

3.8. The Corporate Secretary shall promptly inform the Board of Directors about all discovered violations of the current legislation of the Russian Federation and provisions of internal documents of the Company (including actions or failure to act on the part of the Company's bodies and officials, other facts of breaking the procedure for arranging and holding the general shareholders' meetings of the Company and the meetings of the Board of Directors) adherence to which refers to the functions of the Corporate Secretary.

Article 4. Rights and Responsibilities of the Corporate Secretary

4.1. To perform his/her duties specified by these Regulations the Corporate Secretary shall have the right to:

request and receive information (documents, materials) from the Company's officials that relates to the agendas of the meetings of the Board of Directors, including those requested by the members of the Board of Directors;

request and receive reports from the Company's officials that relate to implementation of the resolutions of the Board of Directors and, if necessary, explanations for any failure to implement the resolutions of the Board of Directors.

4.2. The Company's bodies and officials shall provide the Corporate Secretary with information and documents requested by him/her within his/her terms of reference and assist the Corporate Secretary in his/her functions.

4.3. When performing his/her functions the Corporate Secretary shall:

ensure a fair and impartial attitude towards the shareholders (their proxies), the members of the Board of Directors and the Auditing Committee;

perform his/her functions reasonably and in good faith and comply with regulations and requirements of the current legislation of the Russian Federation, the Company's Charter and internal documents of the Company;

report on his/her actions to the chairperson of the Board of Directors.

4.4. The Corporate Secretary shall bear responsibility for disclosure of any information which is classified as a commercial secret in accordance with the current legislation of the Russian Federation and internal documents of the Company as well as for confidentiality of information and procedure for using the insider information.

Article 5. Final Provisions

These Regulations as well as amendments and addenda hereto shall be approved by the Board of Directors as prescribed by the Federal Law “On Joint Stock Companies” and the Company’s Charter.