

INFORMATION ABOUT MEETINGS OF THE BOARD OF DIRECTORS

In 2019, 14 meetings of the Board of Directors of Zarubezhneft JSC were held as follows.

Minutes number and meeting date	Form of holding	Meeting agenda	The members of the Board of Directors, having participated in the meeting
No. 163 28.01.2019	By correspondence	<ol style="list-style-type: none"> 1. On transition of Zarubezhneft JSC to preferential use of domestic software. 2. On updating of Zarubezhneft JSC Long-Term Development Program. 3. On approval of the revised edition of the Guidelines for Forming Operating Expenses and Calculating the Operating Expense Reduction Indicator. 4. On approval of Zarubezhneft JSC Board of Directors Activity Plan for 2019. 	A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov
No. 164 26.02.2019	By correspondence	<ol style="list-style-type: none"> 1. On approval of the audit engagement for auditing the implementation of Zarubezhneft JSC Long-Term Development Program. 2. On consideration of the Report on the Implementation of Zarubezhneft Group Performance Enhancement and Costs Optimization Program for 2018. 3. On approval of Zarubezhneft Group Performance Enhancement and Costs Optimization Program for 2019. 4. On consideration of the Report on Sale of Non-core Assets of Zarubezhneft JSC for Q4 2018. 5. On liquidation of Zarubezhneft JSC representative office in the Republic of Belarus. 6. On updating the Long-Term Development Program of Zarubezhneft JSC (hereinafter, the LTDP) and submission of the LTDP audit reports to the Ministry of Economic Development of the Russian Federation, the Federal Agency for State Property Management, and federal executive authorities coordinating Zarubezhneft JSC activities, in accordance with Decree No. 1870-p of the Government of the Russian Federation dated August 30, 2017. 7. On development of programs to improve the quality of procurement management. 	A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov
No. 165 27.03.2019	By personal attendance	<ol style="list-style-type: none"> 1. On the Council of Young Specialists and youth policies adopted in Zarubezhneft JSC. 2. On the vision embodied in Zarubezhneft JSC Innovation Development Program. 3. On development of renewable energy sources projects in Zarubezhneft JSC. 4. On current status of Zarubezhneft JSC as to entering new oil and gas projects in foreign countries and in the Russian Federation. 	A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov

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No. 166 29.03.2019	By correspondence	<ol style="list-style-type: none"> 1. On consideration of the Report on the Results of Zarubezhneft JSC Procurement Activities for Q4 2018. 2. On consideration of the Report on Implementation of Zarubezhneft Group Audit Plan, and on Zarubezhneft JSC Internal Audit Section Performance, for 2018. 3. On consideration of the Report on Performance of Zarubezhneft JSC Quality Management System for 2018. 4. On consideration of the Report on the Measures Taken to Implement Professional Standards. 5. On updating of the Non-core Assets Register of Zarubezhneft JSC. 6. On approval of the Action Plan for Sale of Non-core Assets of Zarubezhneft JSC for 2019-2020. 7. On approval of the Action Plan as to transition of Zarubezhneft JSC to preferential use of domestic software, for 2019-2021. 8. On finalizing corporate import phase-out plans for protection against radiation, chemical and biological factors. 	<p>A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov</p>
No. 167 25.04.2019	By correspondence	<ol style="list-style-type: none"> 1. On approval of the Report on Implementation of Zarubezhneft JSC Innovation Development Program for 2018. 2. On consideration of reports on the performance of the Committees under the Board of Directors of Zarubezhneft JSC, for 2018. 3. On consideration of the Report on Sale of Non-core Assets of Zarubezhneft JSC for Q1 2019. 4. On results of the auditors' work on audit of Zarubezhneft JSC accounting statements under the RAS, and Zarubezhneft Group consolidated financial statements under the IFRS, for 2018. 5. On the progress of repair and renewal operations in Brod Refinery A.D. 	<p>A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov</p>
No. 168 29.05.2019	By personal attendance	<ol style="list-style-type: none"> 1. On consideration of annual accounting statements of Zarubezhneft JSC, and consolidated financial statements under the IFRS of Zarubezhneft Group, for 2018. 2. On consideration of the opinion of the Revision Commission, following the inspection of financial and economic activities of Zarubezhneft JSC for 2018. 3. On the preliminary approval of the Annual Report of Zarubezhneft JSC for 2018. 4. On consideration of the Report on Implementation of Zarubezhneft JSC Long-Term Development Program for 2018. 5. On approval of the Report on Achievement of Zarubezhneft JSC Corporate KPI Target Values for 2018. 6. On the amount, form, and payment procedure as to the distribution of the yearend dividends on Zarubezhneft JSC stock. 7. On the recommendations of the Board of Directors of Zarubezhneft JSC as to the profit allocation. 8. On payment of annual compensation to the General Director of the Company 	<p>A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov</p>

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No. 169 11.06.2019	By correspondence	<ol style="list-style-type: none"> 1. On consideration of the Report on the Implementation of Zarubezhneft Group Performance Enhancement and Costs Optimization Program for Q1 2019. 2. On consideration of the Report on Achievement of Zarubezhneft JSC KPI Target Values for 3 months of 2019. 3. On consideration of the Report on the Results of Zarubezhneft JSC Procurement Activities for Q1 2019. 4. On updating of Zarubezhneft JSC Long-Term Development Program. 5. 50n approval of criteria for selecting an auditor, for the purposes of holding a tender for selecting an audit company to audit, under the IFRS, Zarubezhneft Group consolidated financial statements for 2019-2020. 6. On the initial maximum price for audit services, for the purposes of holding a tender for selecting an audit company to audit, under the IFRS, Zarubezhneft Group consolidated financial statements for 2019-2020. 7. On expanding the practice of using factoring in the performance of contracts for the supply of goods (performance of work, provision of services). 8. On approval of a revised edition of the Regulation on Procurement of Zarubezhneft JSC. 	<p>A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov</p>
No. 170 27.06.2019	By correspondence	<ol style="list-style-type: none"> 1. On establishing Zarubezhneft JSC subsidiaries. 	<p>A. A. Gladkov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov A. L. Teksler A. V. Tikhonov</p>
No. 171 12.08.2019	By correspondence	<ol style="list-style-type: none"> 1. On electing the Chairman of the Board of Directors of Zarubezhneft JSC. 2. On election of the members of the Committees under the Board of Directors of Zarubezhneft JSC. 3. On consideration of the Report on Sale of Non-core Assets of Zarubezhneft JSC for Q2 2019. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>
No. 172 20.09.2019	By correspondence	<ol style="list-style-type: none"> 1. On consideration of the Report on the Results of Zarubezhneft JSC Procurement Activities for Q2 2019. 2. On consideration of the Report on the Implementation of Zarubezhneft Group Performance Enhancement and Costs Optimization Program for the 1st half of 2019. 3. On consideration of the Report on Implementation of Zarubezhneft JSC Long-Term Development Program Measures for the 1st half of 2019. 4. On consideration of the inspection results as to performance of the procedures for organizing risks management and internal control systems aimed at preventing and combating corruption. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>
No. 173 30.09.2019	By personal attendance	<ol style="list-style-type: none"> 1. On consideration of the Report on the Results of Implementation of Zarubezhneft JSC Business Plan for the 1st half of 2019. 2. On consideration of the Report on Achievement of Zarubezhneft JSC Corporate KPI Target Values based on the forecast till the end of 2019 subject to the actual performance in the 1st half of 2019. 3. On the prospects of the Oil Refinery and Sales segment. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>

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No. 174 26.11.2019	By correspondence	<ol style="list-style-type: none"> 1. On consideration of the Report on the Implementation of Zarubezhneft Group Performance Enhancement and Costs Optimization Program for 9 months of 2019. 2. On consideration of the Report on Achievement of Zarubezhneft JSC Corporate KPI Target Values based on the forecast till the end of 2019 subject to the actual performance for 9 months of 2019. 3. On consideration of the Report on Implementation of Zarubezhneft JSC Long-Term Development Program Measures for 9 months of 2019. 4. On consideration of the Report on the Results of Zarubezhneft JSC Procurement Activities for Q3 2019. 5. On consideration of the Report on Sale of Non-core Assets of Zarubezhneft JSC for Q3 2019. 6. On functioning of the intellectual property rights management system in Zarubezhneft JSC. 7. On development (updating) of the Company bylaws governing formation of key performance indicators and compensations to the Joint Stock Company management. 8. On disposition of a non-core asset "Working premises, the city of Modriča" 9. On the purchase of Russian production used to execute national projects and implement a comprehensive plan of modernization and expansion of the trunk infrastructure. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>
26.12.2019 № 175	By personal attendance	<ol style="list-style-type: none"> 1. On consideration of the Progress Report on Implementation of Zarubezhneft JSC Corporate Strategy for 2019. 2. On approval of Zarubezhneft JSC Business Plan for 2020. 3. On updating of Zarubezhneft JSC KPI system. 4. On updating of Zarubezhneft JSC KPI target values for 2020. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>
30.12.2019 № 176	By correspondence	<ol style="list-style-type: none"> 1. On approval of Zarubezhneft Group Audit Plan, and the budget of Zarubezhneft JSC Internal Audit Section for 2020. 2. On consideration of the Report on the Measures Taken to Implement Professional Standards. 3. On updating of Zarubezhneft JSC Long-Term Development Program. 4. Defining of the initial maximum price of audit services, for the purposes of conducting an open competition to select an auditor to perform a statutory audit of Zarubezhneft JSC accounting (financial) statements for 2020-2021. 5. On considering the criteria for selecting an auditor, for the purposes of conducting an open competition to select an auditor to perform a statutory audit of Zarubezhneft JSC accounting (financial) statements for 2020-2021. 6. On approval of the Regulation on Charitable and Sponsorship Activities of Zarubezhneft JSC. 7. On approval of a revised edition of the Regulation on Procurement of Zarubezhneft JSC. 8. On expediency of the Company integration into the activities covered by the national project (program) "International Cooperation and Export". 9. On amendments to Zarubezhneft JSC procurement documentation governing competitive procedures. 10. On the possibility of the JSC transition to tax control in the form of tax monitoring. 	<p>P. A. Kadochnikov K. V. Karapetyan S. I. Kudryashov E. A. Murov M. Yu. Sokolov P. Yu. Sorokin A. V. Tikhonov</p>