

APPROVED BY

the General Shareholders Meeting of
Public Joint-Stock Oil and Gas Company
Slavneft

28.06.2019 (Minutes No.60 dated 02.07.2019)

**REGULATIONS
ON THE AUDIT COMMISSION OF
PUBLIC JOINT-STOCK
OIL AND GAS COMPANY SLAVNEFT
(amended)**

Moscow
2019

CONTENTS

Article 1. General Provisions	3
Article 2. Procedure for the Audit Commission Establishment	3
Article 3. Chairman of the Audit Commission	4
Article 4. Powers of the Audit Commission	4
Article 5. Rights and Duties of the Audit Commission Members	5
Article 6. Liability of the Audit Commission Members	6
Article 7. Meetings of the Audit Commission	6
Article 8. Inspections / Audits of the Audit Commission.....	12
Article 9. Documents of the Audit Commission.....	15
Article 10. Miscellaneous	18
Form of the ballot for Audit Commission's absentee voting	19

Article 1. General Provisions

1.1. Regulations on the Audit Commission

- 1.1.1. These Regulations on the Audit Commission of Public Joint-Stock Oil and Gas Company Slavneft (hereinafter referred to as the Regulations) have been developed in accordance with the Laws of the Russian Federation and Articles of Association of PJSC NGK Slavneft (hereinafter referred to as the Company) and shall regulate the activities of the Company's Audit Commission (hereinafter referred to as the Audit Commission).
- 1.1.2. These Regulations shall set forth the procedure for establishment of the Audit Commission, its rights and duties, the procedure for holding the Audit Commission meeting and Audit Commission's inspections, and shall govern other issues related to the Audit Commission activities.

1.2. Audit Commission status in the system of Company's bodies

- 1.2.1. The Audit Commission shall be an elected body, which supervises the Company's financial and business activities, the activities of its governing bodies, officers, departments and services.
- 1.2.2. The Audit Commission shall act in accordance with the Laws of the Russian Federation, Company's Articles of Association, these Regulations and other internal documents of the Company, in accordance with resolutions adopted by the General Meeting of Company's Shareholders (hereinafter referred to as the General Shareholders Meeting) and by the Company's Board of Directors (hereinafter referred to as the Board of Directors, the Board).
- 1.2.3. The Audit Commission competence shall be determined by the Laws of the Russian Federation and Company's Articles of Association. Rules for the Audit Commission activities shall be determined by these Regulations.

Article 2. Procedure for the Audit Commission Establishment

- 2.1. Members of the Audit Commission shall be elected by the General Shareholders Meeting for the term until the next General Shareholders Meeting by the majority vote of the shareholders participating in the General Shareholders Meeting; the Audit Commission members shall be elected from the nominees proposed in line with the procedure stipulated by the Laws of the Russian Federation, Company's Articles of Association and internal documents. The term of the Audit Commission office shall expire on the day of the next Annual General Shareholders Meeting or on the day of the Extraordinary General Shareholders Meeting, at which the resolution on early termination of the Audit Commission office has been adopted.
- 2.2. Persons elected to the Audit Commission may be re-elected an unlimited number of times.
- 2.3. Members of the Audit Commission may not at the same time be members of the Board of Directors or occupy other positions in the governing bodies of the Company.
- 2.4. Shares held by the Board members or by persons who occupy the positions in the Company's governing bodies may not participate in voting when the Audit Commission members are elected.
- 2.5. Powers of individual or all members of the Audit Commission may early be terminated by the resolution of the General Shareholders Meeting. If powers of any Audit Commission member are

terminated early, powers of other Audit Commission members shall not be terminated.

- 2.6. Members deceased, declared missing or deceased in line with the procedure set forth by the Russian Federation Laws, as well as members voluntarily retiring from the Audit Commission office shall be deemed the resigned members of the Audit Commission. The Audit Commission member shall be deemed resigned from his /her office from the date following the day when the Company receives the Audit Commission member's application on his /her resignation or the documents that evidence the death of the Audit Commission member, declare the Audit Commission member to be missing or deceased.
- 2.7. If the number of Audit Commission members becomes less than 4 (four), the Board of Directors shall convene the Extraordinary General Shareholders Meeting for Audit Commission election. The remaining Audit Commission members shall exercise their functions until the new composition of the Audit Commission is elected.

Article 3. Chairman of the Audit Commission

3.1. Chairman of the Audit Commission

- 3.1.1. At the first meeting after its election, the Audit Commission shall elect the Chairman of the Audit Commission from its members.
- 3.1.2. The Audit Commission Chairman may be re-elected by the majority vote of all members elected to the Audit Commission.
- 3.1.3. The Audit Commission Chairman shall:
 - define the agenda of Audit Commission meetings;
 - convene and hold the Audit Commission meetings;
 - arrange routine activities of the Audit Commission;
 - represent the Audit Commission at the General Shareholders Meeting, at meetings of the Board of Directors;
 - sign the Audit Commission documents.
- 3.1.4. If the Audit Commission Chairman reveals any breach of the Russian Federation Laws, Company's Articles of Association and other internal documents of the Company in the course of Company's business, he / she shall immediately convene the extraordinary meeting of the Audit Commission for adopting the resolution on off-schedule inspection (audit).
- 3.1.5. If the Audit Commission Chairman is absent, his / her functions shall be exercised by one of the Audit Commission members upon resolution of the Audit Commission adopted by the majority vote of Audit Commission members attending the meeting.

Article 4. Powers of the Audit Commission

- 4.1. The scope of inspection (audit) to be fulfilled by the Audit Commission is Company's activity, including identification and assessment of the risks resulted from the financial and business activity and in the course thereof.
- 4.2. The Audit Commission shall:
 - 4.2.1. inspect (audit) the Company's financial and business activity and draw up the opinion thereon, which shall include:

- confirmation that data in reports and other financial documents of the Company are reliable and accurate;
- information about any non-compliances with the accounting and financial reporting procedures set forth by legal acts of the Russian Federation, and about any breach of the Russian Federation legal acts in the course of the financial and business activity.

4.2.2. Confirm reliability and accuracy of the data included in the annual report and annual accounting (financial) statements of the Company.

4.3. For exercising its powers stipulated by the Russia Federation Laws, Company's Articles of Association and these Regulations, the Audit Commission is entitled to:

- request from the Company's governing bodies, heads of the Company's departments to submit the information (documents and materials) required for the inspection (audit) in the course of inspection (audit), and request written and verbal clarifications in case of any issues arising during the inspection (audit);
- notify the Board of Directors of all cases when Company's personnel, including the officers, fail to fulfill the Audit Commission requirements on submission of the required documents, and notify of any refusal to clarify the issues addressed by the Audit Commission;
- raise to the Company's governing bodies the issue on placing the financial liability on and taking any administrative actions against the Company's personnel, including the officers, if any facts of their breach of the Russian Federation Laws, Company's Articles of Association, internal documents, job descriptions are revealed;
- request to convene the Board meetings, Extraordinary General Shareholders Meetings in line with the procedure set forth by the Laws, Company's Articles of Association and internal documents;
- raise to the Board of Directors and executive bodies the issue on taking actions and determining the dates for elimination of the non-compliances revealed by the Audit Commission;
- control elimination of the non-compliances and fulfillment of the recommendations specified in the Audit Commission reports on findings of the previous inspections (audits);
- involve in the inspection (audit) the experts in legal, economic, financial, accounting, management, economic security and other issues, including the specialized companies, and reimburse the costs actually incurred by them due to participation in the inspection (audit).

Article 5. Rights and Duties of the Audit Commission Members

5.1. Audit Commission members are entitled to:

- request to convene the Audit Commission meeting;
- submit for Audit Commission's review the proposals on off-schedule inspection (audit) of the Company's financial and business activity, actions and resolutions of the Company, its governing bodies or officers;
- express their special opinion on the issues included in the agenda of the Audit Commission meeting, request to record their special opinion in the minutes of the Audit Commission meeting and notify the Company's governing bodies thereof;
- prepare a dissenting opinion and request it to be attached to the Audit Commission opinion / report in case of disagreement with the Audit Commission opinion / report;
- exercise other rights set forth by the Russian Federation Laws, Company's Articles of

Association and these Regulations.

5.2. Audit Commission members shall:

- participate in inspections (audits) in accordance with Audit Commission's resolutions on the inspection (audit) procedure;
- follow the requirements to keep the commercial secret, not disclose the confidential and insider information, to which the Audit Commission members have an access when exercising their functions;
- sign the Non-Disclosure Agreement upon Company's request;
- define and record in the Audit Commission documents any breach of / non-compliances with the legal acts, Company's Articles of Association and internal documents, which have been committed by the Company's personnel and officers and which have been revealed in the course of inspection (audit);
- notify promptly the Board of Directors and person (governing body), pursuant to which / whose request the inspection (audit) has been carried out, about findings of the Company's business inspection (audit), about the Audit Commission report and proposals on elimination of the reasons and conditions causing the non-compliances with the financial and business discipline, as well as proposals on enhancement of the Company's internal control system and on improvement of the Company's business performance;
- act in good faith and on reasonable grounds in interests of the Company when exercising their rights and fulfilling their duties;
- fulfill other duties stipulated by the Russian Federation Laws, Company's Articles of Association and these Regulations.

Article 6. Liability of the Audit Commission Members

6.1. Audit Commission members shall be liable for:

- any loss, damage or forgery of the documents and materials received by the Audit Commission;
- disclosure of the Company's confidential and insider information, Company's commercial secret;
- negligent and improper inspections (audits) of the Company's financial and business activity, untimely submission of the Audit Commission opinions and reports to the Company's governing bodies;
- other negligent or improper fulfillment of their duties when exercising the powers of Audit Commission members.

Article 7. Meetings of the Audit Commission

7.1. Meetings of the Audit Commission

- 7.1.1. Meetings of the Company's Audit Commission shall be held for solving the organizational issues of the Audit Commission activity; they may also be held before commencement of the inspection (audit) and upon its completion. The meetings may be held in the form of attendance (joint attendance of the Audit Commission members) or in the form of absentee voting.
- 7.1.2. At the Audit Commission meetings held before the inspection (audit) of the financial and business activity, the following issues on preparation and fulfillment of the forthcoming

inspection (audit) shall be reviewed:

- determination of the inspection (audit) scope: types of the Company's financial and business activity, periods of the Company's activity to be inspected (audited), accounting and statistical reporting, etc.;
- persons in charge for inspection (audit) of the financial and business activity;
- procedure, timeline and completeness of the inspection (audit);
- other organizational issues related to inspection (audit) of the financial and business activity.

7.1.3. At the meeting of the Company's Audit Commission held upon completion of each inspection (audit), the following issues shall be reviewed:

- determination of the inspection (audit) findings, summary of the opinions and preparation of the proposals based on the inspection (audit) findings;
- adoption of the resolution to notify the Company's governing bodies about the necessity to eliminate the non-compliances revealed during the inspection (audit) and to impose the administrative /financial sanctions on the persons committed such non-compliances;
- approval of the Audit Commission report on inspection (audit) findings of the Company's financial and business activity;
- other issues related to determination of the inspection (audit) findings.

7.2. Procedure for adopting the resolution on convocation of the Audit Commission meeting

7.2.1. The Chairman of the Audit Commission shall convene the Audit Commission meeting at his/ her own initiative or at the initiative of the Audit Commission member, as well as upon the respective resolution on inspection (audit) of the Company's financial and business activity passed by the General Shareholders Meeting, Board of Directors or upon request on such inspection (audit) issued by the Company's shareholder owning at least 10 (ten) per cent of the Company's voting shares.

7.2.2. During preparation for holding the Audit Commission meeting, the Chairman of the Audit Commission shall:

- define the date, time and venue of the meeting;
- approve the meeting agenda;
- determine the list of materials and documents (information) required for review of the issues included in the agenda of the Audit Commission meeting;
- determine the list of persons to be invited to participate in the Audit Commission meeting;
- solve other issues related to preparation for the Audit Commission meeting.

7.3. Convocation of the first meeting of the Audit Commission elected in a new composition

7.3.1. The first meeting of the Audit Commission elected in a new composition shall be convened by one of the Audit Commission members by issuing the meeting convocation notification to all other members of the Audit Commission.

7.3.2. The General Director shall provide support and submit all the information required for arranging the first meeting of the Audit Commission elected in a new composition.

7.3.3. The issues on election of the Audit Commission Chairman and approval of the Audit

Commission Action Plan shall be resolved in a mandatory manner at the first meeting of the Audit Commission.

7.4. Notification of the Audit Commission members about convocation and holding of the Audit Commission meeting

7.4.1. The Chairman of the Audit Commission shall deliver by registered mail, against signature or by any other method (including via e-mail) the notification about holding of the Audit Commission meeting to the Audit Commission members at least 7 (seven) days prior to the date of the meeting. The timeline for notification of the Audit Commission members about convocation of the Audit Commission meeting may be reduced in some exigent extraordinary cases.

7.5. Rules for holding the Audit Commission meeting

7.5.1. The quorum of the Audit Commission meeting shall be determined in accordance with the Company's Articles of Association. In case of no quorum, the Audit Commission meeting shall be shifted to a later date, but for 10 (ten) days at most.

7.5.2. Upon invitation of the Audit Commission Chairman, the persons, who are not the members of the Audit Commission, including the General Director, Company's officers and heads of the Company's departments, inert alia, employees of the Company's internal audit and control department, experts and consultants, other persons, may be invited to the Audit Commission meeting.

7.6. Procedure for adopting the Audit Commission resolutions

7.6.1. Audit Commission's resolutions shall be adopted, and reports / opinions shall be approved by a majority of 4 (four) votes of the Audit Commission members attending the meeting, who have participated in voting by poll. The resolutions shall be recorded in the minutes of meeting, which shall be signed by all members of the Audit Commission attending the meeting. When voting on issues to be resolved at the meeting, each member of the Audit Commission shall have one vote. The Audit Commission member may express his / her position by selecting one of the voting options ("for", "against" or "abstained") for each agenda issue. No member of the Audit Commission may delegate his/her vote to any other person, including another member of the Audit Commission. If the vote is a tie, the vote of the Audit Commission Chairman shall be the casting vote.

7.6.2. If the Audit Commission members don't consent with the Audit Commission resolution, they may request to record their special opinion in the minutes of meeting and to inform the Company's governing bodies and / or shareholders about such special opinion.

7.6.3. The special opinion prepared by the Audit Commission member, who has expressed his / her disagreement with the Audit Commission opinion / report, shall be attached to the Audit Commission opinion / report and shall be an integral part thereof.

7.6.4. The Audit Commission Chairman shall maintain the minutes of the Audit Commission meeting in accordance with requirements set forth by these Regulations.

7.7. Procedure for adopting the Audit Commission resolutions in the form of absentee voting

7.7.1. The resolution of the Company's Audit Commission may be adopted by absentee voting in line with the procedure set forth by these Regulations.

7.7.2. Absentee voting shall be performed by submitting to the Company the filled-in ballots for

voting on the issues included in the agenda of the Audit Commission meeting.

- 7.7.3. For adopting the Audit Commission resolution in the form of absentee voting, the notification about absentee voting on the agenda issues, materials (information) and draft resolutions on the agenda issues shall be submitted to each member of the Audit Commission at least 5 (five) business days prior to the established cut-off date for acceptance of the absentee voting ballots.
- 7.7.4. The Audit Commission members may submit their proposals and / or comments to the Audit Commission draft resolutions on the issues put to the absentee voting at least 2 (two) business days prior to the cut-off date for acceptance of the voting ballots specified in the notification about absentee voting.
- 7.7.5. The Chairman of the Audit Commission shall draw up the absentee voting ballots based on the submitted proposals and / or comments to the Audit Commission draft resolutions on the agenda issues. If the Audit Commission member(s) changes (change) the wording of the draft resolutions on the agenda issue(s), the Chairman of the Audit Commission shall include all draft resolutions on such issue(s) proposed by the Audit Commission member(s) in the ballot.
- 7.7.6. The Chairman of the Audit Commission shall submit the original of the voting ballot or shall deliver it by fax / via e-mail to the Audit Commission members at least 1 (one) business day prior to the cut-off date for acceptance of the voting ballots specified in the notification about absentee voting.

7.8. Ballot for absentee voting on the agenda issues

- 7.8.1. The voting ballot shall be prepared in accordance with the form specified in the Attachment to these Regulations and shall include the following:
 - the full legal name of the Company and its registered address;
 - the wording of each agenda put to the vote;
 - voting options;
 - the cut-off date and time of ballot acceptance;
 - the address for submission of the filled-in ballots.
- 7.8.2. The Audit Commission members, whose voting ballots have been received before the established cut-off date of ballot acceptance, shall be deemed to have participated in the absentee voting on issues included in the agenda of the Audit Commission meeting.
- 7.8.3. When filling in the voting ballot, the Audit Commission member shall keep uncrossed only one of the possible voting options for each draft resolution on each issue (“for”, “against”, “abstained”). The filled-in voting ballot shall be signed by the Audit Commission member; the surname and initials of the Audit Commission member shall be indicated thereon.
- 7.8.4. The written substation of the Audit Commission member, which reflects his / her position with respect to the issue put to the vote and reasons for the adopted resolutions, may be attached to the voting ballot.
- 7.8.5. The voting ballot shall be deemed invalid, if:
 - it is not signed by the Audit Commission member;
 - more than one options of voting on the agenda issue are kept, and the resolution

of the voted Audit Commission member may not be defined unambiguously;

- the issue put to the vote contains more than one wordings of the resolution, and the “for” voting option is kept against more than one proposed wordings.

- 7.8.6. If the voting ballot includes several issues put to the vote, invalidity of the ballot with respect to voting on one or several issues shall not result in nullification of the entire voting ballot.
- 7.8.7. The Audit Commission members, whose voting ballots have been received by the Chairman of the Audit Commission before the cut-off date of ballot acceptance, shall be deemed to have participated in the absentee voting.
- 7.8.8. The filled-in and signed voting ballot shall be served to the Chairman of the Audit Commission in person by the Audit Commission member within the timeline specified in the voting ballot; or such voting ballot shall be submitted via e-mail or by fax with further delivery of the voting ballot original to the address indicated in the voting ballot.
- 7.8.9. The Audit Commission members, whose voting ballots have been received after the cut-off date of ballot acceptance, shall be deemed as not participated in the voting; and the votes from such ballots shall not be considered during determination of the voting returns.
- 7.8.10. Based on the received ballots, the Chairman of the Audit Commission shall determine the voting returns on the agenda issues and shall issue the minutes of the Audit Commission meeting in line with the procedure set forth by these Regulations.

7.9. Quorum

- 7.9.1. The Chairman of the Audit Commission shall determine the quorum availability at the Audit Commission meeting in accordance with the Company’s Articles of Association
- 7.9.2. The quorum availability for resolution adoption in the form of absentee voting shall be determined on the basis of the filled-in ballots signed by the Audit Commission members and received by the Company within the timeline specified in the notification about absentee voting. In case of absentee voting, the quorum on agenda issues shall be available, if at least 4 (four) elected members of the Audit Commission (except for the resigned ones) have submitted the ballots prior to the cut-off date of ballot acceptance. Invalid ballots shall not be considered for quorum determination.
- 7.9.3. If the quorum is not achieved for all agenda issues, the Audit Commission meeting shall be announced to have been abandoned.

7.10. Minutes of the Audit Commission meeting held in the form of absentee voting

- 7.10.1. The Chairman of the Audit Commission shall draw up the minutes of the Audit Commission meeting held in the form of absentee voting in accordance with the filled-in ballots received from the Audit Commission members.
- 7.10.2. The minutes of meeting shall be drawn up within 3 (three) days from the established cut-off date of ballot acceptance.
- 7.10.3. The minutes of meeting shall include:
 - the full legal name of the Company;
 - information about the form of holding the meeting;

- the date of the meeting held in the form of absentee voting (cut-off date of ballot acceptance);
- the number of the minutes of meeting;
- the information about Audit Commission members submitted the ballots prior to the cut-off date of ballot acceptance;
- the quorum for each agenda issue and for all of them;
- issues put to the vote and voting returns thereon;
- the number of ballots deemed to be invalid;
- resolutions adopted;
- special opinions on the agenda issues and adopted resolutions expressed by the Audit Commission members, who have requested to record their special opinions in the minutes of meeting;
- the information about the persons signed the minutes of meeting (last name, first name and patronymic of the Audit Commission Chairman or the person presiding over the meeting).

7.10.4. The materials served as a ground for resolution adoption by the Audit Commission and voting ballots shall be stored along with the minutes of the Audit Commission meeting.

7.10.5. The documents approved at the meeting shall be attached to the minutes of the Audit Commission meeting; other required documents may also be attached thereto.

7.10.6. The Chairman of the Audit Commission (or the person exercising his / her functions) shall sign the minutes of the Audit Commission meeting. The copy of the minutes of the Audit Commission meeting shall be submitted by the Audit Commission Chairman to the Audit Commission members or shall be delivered against their signature within 3 (three) business days from the date of drawing up these minutes.

7.11. Entry into effect of the Audit Commission resolutions

7.11.1. The Audit Commission resolution adopted in the form of absentee voting shall come into effect from the date of drawing up the minutes of the Audit Commission meeting, but no later than on the 3rd (third) day from the cut-off date of voting ballot acceptance.

7.12. Procedure for interaction of the Audit Commission with Company's departments exercising the internal audit functions

7.12.1. In the course of its activity, the Audit Commission may consider the inspections, which are performed by the Company's departments exercising the internal audit functions (hereinafter referred to as the Internal Audit Service).

7.12.2. At the initiative of the Audit Commission or internal audit department, joint meetings may be held to discuss the Audit Commission action plans, audit findings, actions aimed at elimination of non-compliances and deficiencies in the Company's business. The internal audit department shall arrange the joint meetings with the Audit Commission.

7.12.3. The Audit Commission may be held jointly with the meeting of the Audit Committee of the Board of Directors.

7.12.4. In a mandatory manner, joint meetings of the Audit Commission and Audit Committee of

the Board of Directors shall be held for review of the Audit Commission report on inspection (audit) findings related to the Company's financial and business activity for the year, which either confirms, or contests the reliability and accuracy of the data included in the Company's Annual Report and represented in the Company's Annual Financial Statements.

Article 8. Inspections / Audits of the Audit Commission

8.1. Scheduled inspection (audit) of the financial and business activity

- 8.1.1. The scheduled inspection (audit) of the Company's financial and business activity shall be carried out upon Company's performance results for the year.

8.2. Off-schedule inspection (audit) of the financial and business activity

- 8.2.1. The off-schedule inspection (audit) of the financial and business activity shall be carried out at any time upon resolution or request of the persons entitled to initiate such inspection (audit) of the financial and business activity in accordance with the Russian Federation Laws, Company's Articles of Association and these Regulations.
- 8.2.2. During the off-schedule inspection (audit) of the financial and business activity, the Audit Commission may inspect (audit) both the individual business transactions, actions or resolutions of the Company's governing bodies and officers, and business transactions, actions or resolutions of the Company's governing bodies and officers for a specific period.

8.3. Procedure for requesting the off-schedule inspection (audit) of the financial and business activity

- 8.3.1. Off-schedule inspection (audit) of the Company's financial and business activity shall be performed at any time upon initiative of the Audit Commission, upon resolution of the General Shareholders Meeting, upon resolution of the Board of Directors, upon request of the Company's shareholder(s) owning (owning in aggregate) at least 10 (ten) per cent of the Company's voting shares.
- 8.3.2. The persons / bodies requesting the inspection (audit) of the Company's financial and business activity are entitled to withdraw their request by notifying in writing thereof the Audit Commission at any time, until the Audit Commission adopts the resolution on such inspection (audit).
- 8.3.3. The General Shareholders Meeting or the Board of Directors requesting the inspection (audit) of the financial and business activity shall issue to the Audit Commission the resolution on carrying out (requesting) the inspection (audit) in the form of minutes (copy of the minutes, extract from the minutes) drawn up by the respective governing body. The minutes (copy of the minutes, extract from the minutes) shall be submitted to the Chairman of the Audit Commission.

The Audit Commission shall adopt the resolution on inspection (audit) of the Company's financial and business activity within 15 (fifteen) days from the date of submission to the Audit Commission Chairman the respective resolution on carrying out (requesting) the inspection (audit) of the financial and business activity.

- 8.3.4. The shareholder(s), who requests (request) the inspection (audit) of the financial and business activity, shall submit to the Audit Commission the written request on such inspection (audit), which shall include:

- the name of the shareholder(s) issuing the request;
 - the information about shares (number, category, type of the shares) held by the shareholder(s);
 - substantiation that such inspection (audit) is required.
- 8.3.5. The request shall be signed by the shareholder or his / her representative. If the request is signed by the shareholder's representative, it shall be accompanied by the power of attorney (or the notarized copy thereof), which complies with requirements of the laws and regulations, or it shall be accompanied by other documents certifying the representative's right to act for and on behalf of the shareholder in accordance with the Russian Federation Laws.
- 8.3.6. If the shareholder, which is a legal entity, requests the inspection (audit), the signature of the legal entity representative acting pursuant to its Article of Association without the power of attorney shall be certified by the seal of this legal entity. If the request is signed by the legal entity representative acting on behalf thereof, the request shall be accompanied by the power of attorney (or the notarized copy thereof), which complies with requirements of the laws and regulations, and by copies of the documents confirming the powers of the person issued the power of attorney.
- 8.3.7. The shareholder requesting the inspection (audit) of the financial and business activity, whose (which) title to the shares is registered on the securities account in the depository, shall attach to the request the extract from the securities account that confirms his / her/ its ownership of the relevant number of Company's voting shares as of the date of request submission.
- 8.3.8. The request of the shareholder(s) to carry out the inspection (audit) of the financial and business activity shall be delivered to the Company by registered mail to the attention of the Audit Commission Chairman or shall be submitted to the Company's department in charge for receiving the incoming correspondence.
- 8.3.9. The Audit Commission shall adopt the resolution on inspection (audit) of the Company's financial and business activity or shall issue the substantiated refusal on such inspection (audit) within 15 (fifteen) days from the date of shareholder's (shareholders') request on off-schedule inspection (audit) of the financial and business activity. The date of request submission shall be determined by the date of its receipt by the Company.
- 8.3.10. The Audit Commission may refuse to carry out the inspection (audit), if:
- the persons requesting the inspection (audit) of the financial and business activity, are not entitled to request such inspection (audit);
 - the Audit Commission has already inspected (audited) the facts, which are the grounds for the request on inspection (audit) of the financial and business activity, and has approved the opinion thereon;
 - the request doesn't comply with the Russian Federation Laws, Company's Articles of Association and these Regulations.
- 8.3.11. The Audit Commission shall inform the body or shareholder(s) requesting the inspection (audit) about refusal to carry out the inspection (audit) of the financial and business activity within 5 (five) business days from the date of the respective resolution by issuing the letter signed by the Chairman of the Audit Commission or by the person exercising

his / her functions.

8.4. Document support of the Audit Commission activity

- 8.4.1. In the course of inspection (audit), the Audit Commission members request the necessary documents and materials to be submitted by the Company's governing bodies, heads of the Company's departments and other persons, which (who) hold the respective documents and materials.
- 8.4.2. The requested documents and materials shall be submitted to the Audit Commission members within 5 (five) days from the date of request.
- 8.4.3. The Audit Commission member shall have an access to the books, records, business correspondence and other information related to the respective scope of inspection (audit).
- 8.4.4. In the course of inspection, the Audit Commission members shall properly study all the received documents and materials related to the scope of inspection (audit).
- 8.4.5. Company's governing bodies, heads of the Company's departments shall:
 - create for the inspectors / auditors the conditions for effective inspection (audit), submit to the Audit Commission members all required information and documents, provide written and verbal clarifications and explanations upon request (written or verbal) of the Audit Commission members;
 - commit no actions aimed at limitation of the number of questions to be clarified during the inspection (audit).

8.5. Timeline for an inspection (audit) of the financial and business activity

- 8.5.1. The Audit Commission shall submit to the Board of Directors and Audit Committee of the Board of Directors the opinion on scheduled inspection (audit) findings related to the Company's financial and business activity for the year, which either confirms, or contests the reliability and accuracy of the data included in the Company's Annual Report and represented in the Company's Annual Financial Statements, at least 50 (fifty) days prior to the date of the Annual General Shareholders Meeting. The scheduled inspection (audit) period shall be planned in a such manner so that to ensure the report submission within the established timeline.
- 8.5.2. If the Company's shareholder(s) owning (owning in aggregate) at least 10 (ten) per cent of Company's voting shares requests (request) to carry out the off-schedule inspection (audit) of the Company's financial and business activity, the inspection (audit) shall be commenced no later than 30 (thirty) days from the date of receiving the shareholder's respective request by the Company, if the Audit Commission has adopted the resolution to satisfy such a request.
- 8.5.3. The off-schedule inspection (audit) of the Company's financial and business activity to be carried out upon resolution of the General Shareholders Meeting or the Board of Directors shall be commenced no later than 30 (thirty) days from the date of submitting to the Audit Commission Chairman the respective minutes (copy of the minutes, extract from the minutes) of the General Shareholders Meeting or the Board meeting.
- 8.5.4. At its own initiative, the Audit Commission may adopt the resolution on off-schedule inspection (audit) of the financial and business activity. Such a resolution may be passed,

inter alia, pursuant to the proposal of the Audit Commission member, which shall be considered at the Audit Commission meeting within 15 (fifteen) days from the date of its submission to the attention of the Audit Commission Chairman.

8.5.5. If the Audit Commission adopts the resolution to carry out the inspection (audit) of the financial and business activity, the Chairman of the Audit Commission shall arrange such inspection (audit) and proceed therewith.

8.5.6. As a rule, the period for carrying out the off-schedule inspection (audit) of the financial and business activity shall not exceed 90 (ninety) days. The period of the financial / business activity off-schedule inspection (audit) may be extended by 60 (sixty) days at most based on the substantiated resolution of the Audit Commission. Such resolution shall be adopted by the majority vote of the Audit Commission members attending the Audit Commission meeting.

8.6. Inspection (audit) findings related to the Company's financial and business activity

8.6.1. Based on inspection (audit) findings related to the Company's financial and business activity, the Audit Commission shall prepare the Audit Commission report and opinion thereon, which shall comply with requirements stipulated by these Regulations.

8.6.2. The Audit Commission opinion on scheduled inspection (audit) findings related to the Company's financial and business activity for the year, which either confirms, or contests the reliability and accuracy of the data included in the Company's Annual Report and represented in the Company's Annual Financial Statements, shall be submitted within the timeline specified in paragraph 8.5.1 of these Regulations.

8.6.3. The Audit Commission opinion on off-schedule inspection (audit) findings related to the Company's financial and business activity shall be submitted to the Board of Directors, Audit Committee of the Board of Directors, and to the person requesting such inspection (audit) within 3 (three) business days upon inspection (audit) completion.

Article 9. Documents of the Audit Commission

9.1. Documents of the Audit Commission

9.1.1. The Audit Commission documents shall include:

- minutes of the Audit Commission meetings;
- Audit Commission reports on inspection (audit) findings related to the financial and business activity;
- Audit Commission opinions;
- other documents related to the Audit Commission activity.

9.1.2. The Audit Commission documents shall not be affixed with the Company's seal.

9.2. Minutes of the Audit Commission meetings

9.2.1. Minutes of the Audit Commission meetings shall be drawn up within 3 (three) days after the meeting.

9.2.2. The minutes of the Audit Commission meeting shall include the reference to:

- the legal name of the Company;
- the date, time and venue of the Audit Commission meeting;

- the persons attending the meeting;
- the meeting agenda;
- issues put to the vote and voting returns on each such issues;
- adopted resolutions;
- the Audit Commission members expressed their special opinion on the resolutions adopted on the agenda issues; the subject matter of the special opinion expressed by the Audit Commission member.

9.2.3. The minutes of the Audit Commission meeting shall be signed by all members of the Audit Commission attending the meeting.

9.3. Audit Commission reports

9.3.1. Audit Commission reports shall be prepared based on inspection (audit) findings related to the Company's financial and business activity.

9.3.2. The inspection (audit) report shall include the reference to:

- the place and time (date or period) of the financial / business activity inspection (audit);
- inspection (audit) type: scheduled or off-schedule;
- last names, first names and patronymics of the Audit Commission members involved in inspection (audit) of the financial and business activity;
- last names, first names and patronymics or just names of the experts involved in the inspection (audit);
- grounds for inspection (audit) of the financial and business activity.

9.3.3. The inspection (audit) report shall describe the revealed main risks, non-compliances and deficiencies of the Company's business, shall analyze the reasons therefore, shall assess the probability of such non-compliances in future, and shall include the risk mitigation recommendations.

9.3.4. As a rule, the inspection (audit) report shall consist of the following main sections:

- brief description and analysis of the Company's business arrangement, composition and activities of its governing bodies;
- brief description and analysis of the activity and performance results related to the Company's internal control system;
- analysis of the specific features attributable to accounting and planning in the Company, financial analysis;
- analysis of Company's operations and procedure for accounting of respective operations;
- analysis of the Company's key financials and specific features of accounting therefor;
- analysis of other aspects of the Company's activity (equipment status, information security, tax risks, key documents storage, and etc.);
- description and analysis of the most material risks associated with the Company's activity and revealed by the Company's controlling departments, Company's auditor, external controlling and supervisory bodies;
- conclusions and recommendations based on the inspection (audit) findings.

9.3.5. The Audit Commission reports shall be signed by all members of the Audit Commission

carried out the inspection (audit) of the financial and business activity.

9.4. Audit Commission opinions

9.4.1. The Audit Commission opinion shall include the reference to:

- the Audit Commission composition and the date of its elections, regulatory and legal grounds for its activity;
- the inspected / audited period;
- the place and date of preparing the Audit Commission opinion;
- conclusions on compliance or non-compliance with the laws, regulatory legal acts, Company's Articles of Association and internal documents; description of non-compliances with the laws, regulatory legal acts, Company's Articles of Association, regulations, rules and guidelines committed by Company's employee and officers;
- requests to submit the information (documents and materials) declared in the course of inspection (audit) to the Company's governing bodies, heads of the departments and services, officers;
- received refusals to submit the information (documents and materials);
- the information about Audit Commission's requests to convene the meetings of the Board of Directors and Extraordinary General Shareholders Meeting;
- the information about written clarifications provided by the General Directors, members of the Board of Directors, Company's employees, including officers.

9.4.2. If the purpose of the Audit Commission opinion is to confirm the data of the Company's annual report and annual financial statements, this opinion shall contain either the conclusions on reliability and accuracy of the data in the Company's annual report and annual financial statements, or the conclusions on unreliability and inaccuracy of the data in the said documents. The Audit Commission may prepare the qualified opinion on reliability and accuracy of the data in the annual report and annual financial statements.

9.4.3. If the Audit Commission doesn't fully or partially confirm reliability and accuracy of the data in the annual report and annual financial statements, the opinion shall include the well-grounded judgement about the reasons for such non-confirmation.

9.4.4. The Audit Commission opinion shall specify what statements are included in the Company's annual report and shall briefly describe the dynamics of Company's key indicators as per the Company's annual reporting.

9.4.5. The Audit Commission opinion shall be signed by all members of the Audit Commission involved in inspection (audit) of the financial and business activity or in audit of the data specified in the Company's annual report and annual financial statements.

9.5. Other documents

Other document of the Audit Commission shall be prepared in no particular format and shall be signed by the Audit Commission Chairman.

9.6. Storage of the Audit Commission documents

9.6.1. The Chairman of the Audit Commission shall ensure the storage of:

- Audit Commission documents;
- requests on inspection (audit) of the financial and business activity;
- written clarifications and written refusals to submit the clarifications and information

provided by the persons, from whom the Audit Commission has requested to submit such clarifications and / or information (documents).

- 9.6.2. Originals of the documents to be stored by the Audit Commission shall be transferred by the Audit Commission Chairman to the General Director for storage; the respective certificate shall be prepared thereof.
- 9.6.3. The General Director shall ensure to the shareholders an access to Audit Commission opinions in line with the procedure and scope stipulated by the Russian Federation laws.
- 9.6.4. Upon written request of the shareholder, the Company shall submit to him / her copies of the Audit Commission opinions and minutes of meetings for a fee. The Company shall submit the said documents for review in the premises of the Company's executive body within 7 (seven) days from the date of issuing the respective request by the shareholder. The fee amount shall be determined by the Company and may not exceed the expenses for making copies and expenses for mailing these copies by post.

Article 10. Miscellaneous

- 10.1. These Regulations and all amendments thereto shall come into effect from the date of their approval by the General Shareholders Meeting.
- 10.2. If, due to amendments in the Russian Federation Laws or in the Company's Articles of Association, any Articles of these Regulations conflict with the newly accepted rules of the Russian Federation Laws and / or provisions of the Company's Articles of Association, these Articles become null and void and the Audit Commission and the Company shall be guided by the Russian Federation Laws and / or Company's Articles of Association until respective amendments are made in these Regulations.
- 10.3. Invalidation of individual paragraphs (completely or partially) of these Regulations doesn't result in invalidation of other provisions and paragraphs thereof.
- 10.4. The Regulations on the Audit Commission of OAO NGK Slavneft approved by the General Shareholders Meeting on June 30, 2005 and all further amendments thereto shall become null and void from the effective date of these Regulations.

Form of the ballot for Audit Commission's absentee voting

AUDIT COMMISSION
of Public Joint-Stock
Oil and Gas Company Slavneft

Ballot

for absentee voting on issues included in the agenda
of the Company's Audit Commission meeting,
held on «____» _____ 20__

Issue 1:

Resolution:

FOR

AGAINST

ABSTAINED

(keep uncrossed your voting option)

Issue 2:

Resolution:

FOR

AGAINST

ABSTAINED

(keep uncrossed your voting option)

The filled-in and signed voting ballot shall be sent by fax 8 (____) _____ , or the
original thereof shall be submitted prior to _____.

/date, time/

The ballot submitted to the Company upon expiry of the above timeline is not considered
during vote counting and determination of the absentee voting returns.

Please deliver the ballot original at the address: _____.

Member of the Company's
Audit Commission

(signature)

/_____
(initials and surname)

**THE BALLOT IS NULL AND VOID WITHOUT SIGNATURE OF THE AUDIT
COMMISSION MEMBER.**