

facilities, participation in public events, and meetings with the key managers.

The Human Resources and Compensation Committee is monitoring the Programme implementation.

Throughout 2019, the Board of Directors members were re-elected twice, and five new directors were included in it: V. Markelov, S. Kuznets, S. Menshikov, F. Sadygov, and A. Medvedev;

they hold management positions in the Gazprom Group companies, and have the main information on the company business; therefore, they did not have to undergo the entire onboarding programme. The new directors were familiarised with the rules of the Board of Directors work, their rights and duties, issued related to paying remuneration and compensation, and liability insurance.

## The Management Board and the CEO

The Management Board and the CEO are the Gazprom Neft PJSC executive bodies. The company Management Board is a collective executive body, which manages its ongoing business. In accordance with the Gazprom Neft PJSC Charter, the Management Board is formed by the Board of Directors upon the recommendation of the company Chief Executive Officer. The term of the Management Board members office is also determined by the Board of Directors. Requirements for professional qualification of the Gazprom Neft

PJSC Management Board members are set out in the Gazprom Neft PJSC by-laws.

The company CEO A. Dyukov (in December 2006, he headed the company for the first time, and in December 2016 he was re-elected for the next five years) is also the Chairman of the Management Board, whose functions include organising the Management Board work. In the absence of the Chairman of the Management Board,

one of his deputies performs his functions: V. Yakovlev or A. Cherner. The deputy is elected upon the recommendation of the Chairman of the Management Board by a majority of votes of elected Management Board members. In the absence of the Chairman of the Management Board and his deputies, any Management Board member may perform the functions of the Chairman, in accordance with the Management Board decision.

## Competencies of the Management Board and the CEO

### Main issues within the Management Board competency

The Management Board competency is determined by the company Charter.

#### **The key functions of the Management Board:**

- to arrange control over implementation of resolutions of the General Meeting of Shareholders and the company Board of Directors;
- to develop for submission to the company Board of Directors, long-term plans and the most important programmes of the company business, including annual budget and investment programmes, preparation of reports on performing them, and develop and approve current plans for the company business;
- to monitor the implementation of long-term and short-term plans and programmes of the company along with investment, financial, and other projects of the company;
- to prepare and submit to the Board of Directors proposals regarding Gazprom Neft PJSC participation and termination in other organisations (including foreign entities), opening and closing branch offices and representative offices of the company.

### Main issues within the CEO competency

The CEO reports to the Gazprom Neft PJSC Board of Directors and the General Meeting of Shareholders.

The CEO manages the company ongoing business, and acts within the competency established by the Gazprom Neft PJSC Charter.

The key issues within the competency:

- to enter into transactions on behalf of the company and manage the company's assets subject to by-laws governing the transaction handling procedure and interaction with investee entities;
- to approve the staffing profile of the company, its branch offices and representative offices, determining the form, systems and amount of remuneration;
- to approve the company by-laws, which regulate its ongoing business;
- in coordination with the Board of Directors, to appoint and dismiss the CEO deputies, the chief accountant, the head of the legal service, the head of the internal audit (control) subdivision, the head of the security service, the head of the subdivision for preparing and implementing competitive procurement, and the heads of the company branch offices and representative offices;
- to ensure the implementation of resolutions of the General Meeting of Shareholders, the Board of Directors, and the Management Board of the company, and performance of obligations to the budget and contractors;
- to make resolutions on participation and termination of the company participation in other entities, if such resolution involves a transaction in the amount not exceeding 0.2% of the company assets book value, determined on the basis of its accounting statements as at the last reporting date, or is connected with the reorganisation or liquidation of an entity with the book value of assets not exceeding ₺1 billion;
- to make resolution in accordance with the procedure for transactions, on transactions in the amount not exceeding 0.2% of the company assets book value, determined on the basis of its accounting statements as at the last reporting date.

## Members of the Management Board as at 31 December 2019



### ALEXANDER DYUKOV

*Chairman  
of the Management Board,  
Chief Executive Officer*

**Interest in the authorised capital**  
(as at 31 December 2019)  
0.005357244 % (254,003 shares)

#### BIOGRAPHICAL DETAILS

Born in 1967.  
 Graduated from the Order of Lenin Leningrad Shipbuilding Institute.  
 In 2001, Mr. Dyukov received the IMISP MBA degree.  
 From 2006 – President.  
 from December 2007 – Chairman of the Management Board, Chief Executive Officer, Gazprom Neft PJSC.

#### POSITIONS HELD IN OTHER ORGANISATIONS

From 2005 – member of the Board of Directors, Chairman of the Board of Directors, Deputy Chairman of the Board of Directors of «SIBUR Holding» PJSC;  
 from 2007 – member of the Supervisory Board of the Union of Oil and Gas Industry Organisations «Russian Gas Society»;  
 from 2008 – member of the Board of Trustees of the Federal State Budget Educational Institution of Higher Education «St Petersburg Mining University»;  
 from 2010 – member of the Board of Directors of SKA Ice Hockey Club CJSC;  
 from 2010 – member of the Board of Trustees of the All-Russian Non-Governmental Organisation «Russian Geographical Society»;  
 from 2012 – member of the Board of Directors of Hockey City LLC;  
 from 2013 – member of the Management Board, member of the Bureau of the Management Board, Chairman of the Committee on Industrial Security, Co-Chairman of the Commission on Oil and Gas Industry of the All-Russian Non-Governmental Organisation «Russian Union of Industrialists and Entrepreneurs»;  
 from 2014 – member of the Presidium of the Football Federation of St Petersburg;  
 from 2014 – member of the Executive Committee, Chairman of the Committee of Football Development Programmes of the Football Union of Russia;  
 from 2014 – member of the Board of Trustees of the Chess Federation of Russia;  
 from 2015 – member of the Board of Trustees of the Foundation for Support of Scientific and Project Activities of Students, Postgraduate Students and Young Scientists “National Intellectual Development”;  
 from 2015 – member of the Board of Trustees of the Federal State Budgetary Educational Institution of Higher Education «Gubkin Russian State University of Oil and Gas (National Research University)»;  
 from 2018 – member of the Board of Trustees of the Lomonosov Moscow State University High School;  
 from 2019 – President of the Football Union of Russia;  
 from 2019 – member of the Presidential Council of the Russian Federation for the Development of Physical Culture and Sport.  
 from 2020 – member of the Governmental Commission on the Use of Information Technologies for Improving Quality of Life and Business Environment.



### IGOR ANTONOV

*Member of the Management Board,  
Deputy CEO  
for Security*

**Interest in the authorised capital**  
(as at 31 December 2019)  
None

#### BIOGRAPHICAL DETAILS

Born in 1951.  
 Graduated from the Leningrad Institute of Aviation Instrumentation.  
 2005–2007 – Vice-President for Security, Sibneft.  
 From December 2007 the Deputy CEO for Security, Gazprom Neft PJSC.



## ALEXANDER DYBAL

*Member of the Management Board, Deputy CEO for Corporate Communications*

**Interest in the authorised capital**  
(as at 31 December 2019)

None

### BIOGRAPHICAL DETAILS

Born in 1966.  
Graduated from the Leningrad Electrotechnical Institute.  
From 2007 – member of the Management Board of Gazprom Neft PJSC, Deputy CEO for Corporate Communications.  
Mr. Dybal is in charge of regional and information policy, internal and marketing communications in the Company.

### POSITIONS HELD IN OTHER ORGANISATIONS

From 2015 – member of the Board of Directors of Gazprom-Media;  
from 2015 – member of the Board of Directors of TNT TV network;  
from 2017 – member of the Board of Directors of Gazprom-Media Entertainment TV LLC;  
from 2018 – Chairman of the Board of the 'Home Towns' Social Initiatives Support Foundation.



## ELENA ILYUKHINA

*Member of the Management Board, Deputy CEO for Legal and Corporate Matters*

**Interest in the authorised capital**  
(as at 31 December 2019)

None

### BIOGRAPHICAL DETAILS

Born in 1969.  
Graduated from the Ulyanov (Lenin) St Petersburg State Electrotechnical University, the St Petersburg State University.  
In 2001, Ms. Ilyukhina got a PhD in Economics.  
From 2007 – member of the Management Board of Gazprom Neft PJSC, Deputy CEO for Legal and Corporate Affairs.  
In charge of legal and corporate support of the Company's activities.

### POSITIONS HELD IN OTHER ORGANISATIONS

From 2009 – Chief Executive Officer of Gazpromneft Eastern European Projects JSC (previously, MFC Lakhta Centre JSC);  
from 2010 – member of the Supervisory Board of Gazprom Neft International S.A.;  
from 2012 – member of the Board of Directors of Gazpromneft-Sakhalin;  
from 2018 – member of the Board of Directors, Chairman of the Board of Directors of FC Zenit JSC;  
from 2018 – member of the Supervisory Board of the St Petersburg Electrotechnical University «LETI».



## Members of the Management Board as at 31 December 2019 (continued)



### KIRILL KRAVCHENKO

*Member of the Management Board, Deputy CEO for Administration*

**Interest in the authorised capital**  
(as at 31 December 2019)

0.000068462 %  
(3,246 shares)

#### BIOGRAPHICAL DETAILS

Born in 1976.  
 Graduated from Lomonosov Moscow State University, the Open University (UK), and IMD Business School. Holds a Grand PhD in Economics, Professor  
**2009–2017** – CEO of Naftna Industrija Srbije A.D., Novi Sad;  
**2009–2017** – member of the Management Board of Gazprom Neft PJSC, Deputy CEO for Foreign Asset Management, Gazprom Neft PJSC.  
**From 2017** – member of the Management Board, Deputy CEO for Administration, Gazprom Neft PJSC.

#### POSITIONS HELD IN OTHER ORGANISATIONS

**From 2017** – member of the Board of Directors, Chairman of the Board of Directors of the Information Technology Service Company (ITSC);  
**from 2019** – member of the Board of Directors, Chairman of the Board of Directors, Noyabrskneftegazsyaz LLC.



### ANATOLY CHERNER

*Deputy Chairman of the Management Board, Deputy CEO for Logistics, Processing and Sales (Downstream)*

**Interest in the authorised capital**  
(as at 31 December 2019)

None

#### BIOGRAPHICAL DETAILS

Born in 1954.  
 Graduated from the Grozny Oil Institute.  
**From 2007** – member of the Management Board of Gazprom Neft PJSC, Deputy CEO for Logistics, Processing and Sales (Downstream).  
 Mr. Cherner is in charge of oil refining, logistics, and sales of oil and petroleum products in the Company.

#### POSITIONS HELD IN OTHER ORGANISATIONS

**From 2006** – member of the Board of Directors of SLAVNEFT;  
**from 2007** – member of the Board of Directors, Chairman of the Board of Directors of Slavneft-YANOS;  
**from 2009** – member of the Board of Directors of SPIMEX JSC;  
**from 2009** – member of the Board of Directors, Naftna Industrija Srbije A.D., Novi Sad;  
**from 2009** – member of the Supervisory Board of Mozyr Oil Refinery JSC;  
**from 2016** – member of the Board of Directors of Gazpromneft Lubricants Italia.



## VADIM YAKOVLEV

*Deputy Chairman of the Management Board, Deputy CEO for Upstream*

**Interest in the authorised capital**  
(as at 31 December 2019)

0.001051526 %  
(49,856 shares)

### BIOGRAPHICAL DETAILS

Born in 1970.

Graduated from the Moscow Engineering Physics Institute, and the Higher School of Finance of the International University in Moscow.

In 1999, Mr. Yakovlev received the qualification of the Chartered Association of Certified Accountants (ACCA), and in 2009, Mr. Yakovlev received a diploma from the British Institute of Directors (IoD).

2007–2011 – member of the Management Board, Deputy CEO for Economics and Finance, Gazprom Neft PJSC.

2011–2019 – First Deputy CEO, Deputy Chairman of the Management Board, Gazprom Neft PJSC.

From 2019 – Deputy Chairman of the Management Board, Deputy CEO for Upstream, Gazprom Neft PJSC.

In the Company, Mr. Yakovlev supervises the upstream matters, strategic planning, and M&A transactions.

### POSITIONS HELD IN OTHER ORGANISATIONS

From 2007 – member of the Board of Directors of SLAVNEFT;  
from 2009 – member of the Board of Directors, Chairman of the Board of Directors, Naftna Industrija Srbije A.D., Novi Sad;  
from 2011 – Chairman of the Supervisory Board, member of the Supervisory Board, Salym Petroleum Development N. V.;  
from 2012 – member of the Board of Directors of Gazpromneft-Sakhalin;  
from 2016 – member of the Supervisory Board of the University of Tyumen;  
from 2019 – member of the Board of Directors, Chairman of the Board of Directors, MP IP New Industry LLC;



## ALEXEY YANKEVICH

*Member of the Management Board, Deputy CEO for Economics and Finance*

**Interest in the authorised capital**  
(as at 31 December 2019)

None

### BIOGRAPHICAL DETAILS

Born in 1973.

Graduated from the St Petersburg Electrotechnical University «LETI», the LETI-Lovanium International School of Management.

In 2004, Mr. Yankevich received the Certified Management Accountant (CMA) qualification.

2007–2011 – Head of the Budgeting and Planning Department, Head of the Economics and Corporate Planning Directorate, Gazprom Neft OJSC.

From 2012 – member of the Management Board of Gazprom Neft PJSC, Deputy CEO for Economics and Finance.

### POSITIONS HELD IN OTHER ORGANISATIONS

From 2011 – member of the Board of Directors, Chairman of the Board of Directors, Gazpromneft Lubricants Italia;  
from 2013 – member of the Board of Directors of SLAVNEFT;  
from 2013 – member of the Board of Directors, Naftna Industrija Srbije A.D., Novi Sad.



## Member of the Management Board after the reporting date



### PAVEL KOLOBKOV

*Member of the Management Board, Deputy CEO for Federal Government Relations (from 2 March 2020)*

#### Interest in the authorised capital

None

#### BIOGRAPHICAL DETAILS

Born in 1969.  
 Graduated from the State Central Order of Lenin Institute of Physical Education, and Kutafin Moscow State Law University (MSAL).  
 An Honoured Master of Sport.  
 From 2007 – Deputy CEO, Dynamo Sports Club.  
 from 2010 – Deputy Minister of Sport, Tourism and Youth Policy (following the restructuring of the ministry in 2012 – Deputy Minister of Sport), simultaneously being a member of the Civic Chamber of the Russian Federation.  
 2016–2020 – Minister of Sport of the Russian Federation.  
 from 2016 – Full State Counsellor (2nd class) of the Russian Federation. Awarded the Order of Honour medal, the Order of Friendship medal, the Order of Alexander Nevsky medal, and the Order for Service to the Fatherland medal (1st and 2nd classes).  
 from March 2020 – member of the Gazprom Neft PJSC Management Board, Deputy CEO for Federal Government Relations.

There were no transactions related to the acquisition or disposal of the company shares by the Chairman and members of the Management Board in the reporting year.

In 2019, no claims were filed against the Chief Executive Officer and members of the Management Board.

## Members of the Management Board, whose authority was terminated in the reporting year



### ANDREY PATRUSHEV

*Member of the Management Board, Deputy CEO for Offshore Development until 25 October 2019.*

#### Interest in the authorised capital

(as at 5 October 2019)

None

#### BIOGRAPHICAL DETAILS

Born in 1981.  
 In 2003, graduated from the Academy of the Federal Security Service of the Russian Federation, majoring in jurisprudence;  
 in 2006, Mr. Patrushev graduated from the Diplomatic Academy of the Ministry of Foreign Affairs of the Russian Federation, majoring in global economics;  
 in 2008 – from the National University of Oil and Gas «Gubkin University», majoring in oil and gas engineering.  
 From 2015 through October 2019, Mr. Patrushev held the position of the member of the Management Board, Deputy CEO for Offshore Development, Gazprom Neft PJSC.



### VLADISLAV BARYSHNIKOV

*Member of the Management Board, Deputy CEO for International Business Development from 18 November 2009 through 18 November 2019.*

#### Interest in the authorised capital

(as at 18 November 2019)

None

#### BIOGRAPHICAL DETAILS

Born in 1965.  
 Graduated from the Red Banner Military Institute.  
 2002–2009 – Director of the Gazprom OJSC representative office in the People's Republic of China, the regional representative office in the countries of the Asia-Pacific Region.  
 The State Counsellor of the Russian Federation, 3rd Class.  
 In 2009–2019, Mr. Baryshnikov held the position of the member of the Management Board, Deputy CEO for International Business Development, Gazprom Neft PJSC.  
 In the Company Mr. Baryshnikov supervised the issues related to international business development, and interaction with foreign partners.

## Report on performance of the Management Board in 2019

The Gazprom Neft Management Board meets on a regular basis, taking into account the resolutions of the General Meeting of Shareholders, the Board of Directors, and the issues raised by the CEO and members of the Management Board. The Management Board work plan is developed based on the suggestions coming from heads of the Gazprom Neft subdivisions.

## Issues considered by the Management Board in 2019, a breakdown by area

Issue	2019
Strategic	5
Corporate governance	5
Budget planning and financing	5
Other	12
<b>TOTAL</b>	<b>27</b>

## Number of meetings held by the Management Board in 2015–2019

Meeting format	2015	2016	2017	2018	2019
In-person	8	15	12	8	7
In absentia	6	7	4	13	13
<b>TOTAL</b>	<b>14</b>	<b>22</b>	<b>16</b>	<b>21</b>	<b>20</b>

## Attendance of the Management Board members at meetings in 2019

Full name	Number of meetings attended by the Management Board member, including written votes	Total number of meetings, which could be attended by the Management Board member
Alexander Dyukov, Chairman of the Management Board	20	20
Igor Antonov	18	20
Alexander Dybal	20	20
Elena Ilyukhina	18	20
Kirill Kravchenko	19	20
Anatoly Cherner	20	20
Vadim Yakovlev	18	20
Alexey Yankevich	20	20
Vladislav Baryshnikov, Management Board member until 18 November 2019	12	14
Andrey Patrushev, Management Board member until 25 October 2019	11	12

In 2019, 20 meetings of the Gazprom Neft Management Board were held, and seven of them were in-person meetings. At the meetings, various issues related to the current activity of the company Management Board were considered, including:

- on approving the updated Key-Risk Register of Gazprom Neft PJSC;
- on the results of the Partnership Management programme, and proposals for development of the partnership management system in Gazprom Neft PJSC;
- on executing the Investment Programme, the Budget (financial plan), and the financial borrowing programme of the Gazprom Neft Group for 2018, based on the group performance in 2018;
- on establishing subsidiaries, and disposal of assets;
- on information disclosed by Gazprom Neft PJSC;
- on improving corporate governance efficiency in the Gazprom Neft Group;
- on the strategy of the Upstream Division development in the MENA region;
- on the Gazprom Neft PJSC talent management programme;
- on the business plan of the Downstream Division for 2020–2022;
- on transforming the business model for the Regional Sales Directorate of the Downstream Division, Gazprom Neft PJSC;
- on the business plan of the Upstream Division for 2020–2022;
- on the business plan of the Gazprom Neft Group for 2020–2022.