

APPROVED  
by Order No. 146  
of Transneft  
dd. 17 August 2017

### **List of insider information of Transneft**

1. Insider information<sup>1</sup> of Transneft (hereinafter the Issuer) contains the following information about:

1.1. convening and conducting the General Meeting of the Issuer, including information about agenda, date of conducting, date of preparing the list of persons entitled to participate in the General Meeting and resolutions passed by the General Meeting of the Issuer.

1.2. agenda of the Board of Directors of the Issuer, and the resolutions passed thereby.

1.3. facts of failure by the Issuer's Board of Directors to pass the resolutions, which should be passed in line with the federal laws, as follows:

1.3.1. convening an annual (ordinary) General Meeting of Shareholders of the Issuer, and about other resolutions related to preparing, convening and conducting an annual (ordinary) General Meeting of Shareholders of the Issuer;

1.3.2. convening (conducting) or refusal to convene (conduct) an extraordinary General Meeting of the Issuer at request of the Revision Commission (Comptroller) of the Issuer, Auditor of the Issuer or Shareholders (Shareholder) of the Issuer, which hold at least 10% of the voting shares of the Issuer;

1.3.3. including or refusal to include the proposed items to the agenda of the General Meeting of Shareholders of the Issuer, and the nominated candidates to the list of nominees for voting in the elections to the respective body of the Issuer, which are proposed by shareholder(-s) that hold in the aggregate at least 2% of the voting shares of the Issuer;

1.3.4. establishing of the sole executive body of the Issuer at two consecutive meetings of the Board of Directors, or within two months from the date of termination or expiration of powers of the previously formed sole executive body in the case provided for by Clause 6, Article 69 of Federal Law No. 208-FZ, On Joint-Stock Companies, dated 26 December 1995;

1.3.5. early termination of powers of the sole executive body of the Issuer at two consecutive meetings of the Board of Directors, in the case provided for by Clause 7, Article 69 of the Federal Law On Joint-Stock Companies;

1.3.6. convening (conducting) an extraordinary General Meeting of the Issuer if the number of members of the Issuer's Board of Directors becomes below the number which constitutes a quorum for conducting a meeting of the Issuer's Board of Directors;

1.3.7. establishing a temporary sole executive body of the Issuer, and conducting an extraordinary General Meeting of Shareholders of the Issuer to resolve the matter on early termination of powers of its sole executive body or management organisation (manager) and establishing of a new sole executive body of the Issuer, or transfer of powers of its sole executive body to a management organisation

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<sup>1</sup> Insider information of Transneft means accurate and specific information that was not distributed or provided by Transneft (including data that comprise trade, business or any other legally protected secret), the distribution or provision of which may have essential impact on the prices of Transneft financial instruments and which is covered by the list of insider information of Transneft.

(manager) when the Issuer's Board of Directors passes a resolution about suspension of powers of its sole executive body or powers of the management organisation (manager);

1.3.8. recommendations with regard to a voluntary, inter alia competing or mandatory offer received by the Issuer, which offer includes evaluation of the bid of the equity securities and possible alteration of their market value after purchase, evaluation of plans of the entity that sent a voluntary, inter alia competing or mandatory offer, with regard to the Issuer, including with regard to its employees;

1.4. the Issuer's sending a notice about making entries into the Unified State Register of Legal Entities related to reorganisation, winding-up or liquidation of the Issuer, and if the body that performs state registration of legal entities has decided to refuse to make the above entries – information about making such decision.

1.5. emerging of the Issuer's controlled<sup>2</sup> entity which is essential for the former, as well as ceasing the grounds for control<sup>3</sup> over such entity;

1.6. emerging of an entity which controls the Issuer, as well as ceasing the grounds of such control;

1.7. passing a resolution on reorganisation or liquidation by an entity which controls, is controlled by or is essential to the Issuer, or by an entity that provided security for bonds of the Issuer;

1.8. sending by the entity which controls, is controlled by or is essential to the Issuer, or by an entity that provided security for bonds of the Issuer, an application of making into the Unified State Register of Legal Entities the entries related to reorganisation, winding-up or liquidation of said entities;

1.9. emerging of insolvency (bankruptcy) signs provided for by the insolvency (bankruptcy) laws of the Russian Federation with the Issuer, with the entity that controls, is controlled by or is essential to the Issuer, or with an entity that provided security for bonds of the Issuer;

1.10. award of an arbitration (commercial) court on declaring bankrupt the Issuer, an entity which controls, is controlled by or is essential to the Issuer, or an entity that provided security for bonds of the Issuer, and award of the arbitration (commercial) court to declare bankrupt the said entities, and introducing bankruptcy proceedings against one of them or terminating of bankruptcy proceedings against them;

1.11. filing a lawsuit against the Issuer, an entity which controls, is controlled by or is essential to the Issuer, or an entity that provided security for bonds of the Issuer, when the amount of claims under such lawsuit is 10 or more percent of the balance sheet value of assets of the said entities as at the end date of the latest completed reporting period that preceded filing the suit, or any other suit, allowing which in opinion of the Issuer can have essential impact on the financial and business standing of the Issuer or the said entities;

1.12. the date of preparing the list of entities entitled to exercise rights under equity securities of the Issuer, including the date of preparing the list of entities entitled to participate in the Issuer's General Meeting;

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<sup>2</sup> Controlled entity means a legal entity being under direct or indirect control of the controlling entity.

<sup>3</sup> Controlling entity means an entity which is entitled to directly or indirectly (via its controlled entities) dispose of, due to being a member of a controlled entity and/or under property trust management agreements, and/or ordinary partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or any other agreement whose subject is the exercising of rights certified by shares (interests) in the controlled entity, more than 50 per cent of the votes in the supreme management body of the controlled entity, or else entitled to appoint (elect) the sole executive body and/or more than 50 per cent of the members of the collective executive body of the controlled entity

- 1.13. passing of the following resolutions by the authorised bodies of the Issuer:
- on placement of the equity securities of the Issuer;
  - on approving the resolution on issue (additional issue) of the equity securities of the Issuer;
  - on approving the Issuer's securities prospectus;
  - on commencement date of placing the equity securities of the Issuer;
  - on amending the resolution on issue (additional issue) of equity securities and/or securities prospectus, and on amending the conditions determined by resolution on placement of such equity securities;
- 1.14. completing the placement of the Issuer's equity securities;
- 1.15. the Issuer's sending (submitting) application for state registration of issue (additional issue) of equity securities, registration of securities prospectus, registration of amendments to the resolution on issue (additional issue) of equity securities and/or to their prospectus, state registration of report on results of issue (additional issue) of equity securities;
- 1.16. the Issuer's sending (submitting) of a notice about results of issue (additional issue) of equity securities;
- 1.17. award of an arbitration (commercial) court on declaring invalid an issue (additional issue) of the Issuer's equity securities;
- 1.18. a repayment of the Issuer's equity securities;
- 1.19. income accrued and/or paid under the Issuer's equity securities;
- 1.20. the Issuer's entry into an agreement with a Russian securities market operator for inclusion of the Issuer's equity securities into the list of securities admitted to organised trading by the Russian securities market operator, and agreements with a Russian stock exchange for inclusion of the Issuer's equity securities to the quotation list of the Russian stock exchange;
- 1.21. the Issuer's entry into an agreement for inclusion of the Issuer's equity securities or securities of a foreign issuer, certifying rights with regard to equity securities of the Russian issuer, into the list of securities admitted to trading on a foreign organised (regulated) financial market, and agreements with a foreign stock exchange for inclusion of such securities into the quotation list of the foreign stock exchange;
- 1.22. inclusion of the Issuer's equity securities or securities of a foreign issuer, certifying rights with regard to equity securities of the Russian issuer, into the list of securities admitted to trading on a foreign organised (regulated) financial market, and agreements with a foreign stock exchange for inclusion of such securities into the quotation list of the foreign stock exchange, exclusion of such securities from the said list, and inclusion of such securities into the quotation list of the foreign stock exchange or their exclusion therefrom;
- 1.23. the Issuer's entry into an agreement for support (stabilisation) of prices of the Issuer's equity securities (securities of a foreign issuer, certifying rights with regard to equity securities of the Russian issuer), conditions of the said agreement, and termination thereof;

1.24. submitting an application by the Issuer to receive permission of the Bank of Russia for placement and/or arrangement of its equity securities circulation outside of the Russian Federation;

1.25. the Issuer's failure to meet its obligations with regard to holders of its equity securities;

1.26. an entity's acquisition of or cessation of the right to directly or indirectly (via its controlled entities), separately or jointly with other entities associated with the former by a property trust management agreement and/or ordinary partnership agreement, and/or a commission agreement, and/or a shareholders' agreement and/or any other agreement whose subject is the exercising of rights certified by shares in the Issuer, dispose of a certain number of votes granted by the voting shares, which form the Issuer's authorised capital, if such number of votes makes 5%, or became more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes that fall on the voting shares which make the authorised capital of the Issuer;

1.27. voluntary, inter alia competing or mandatory offer to acquire the Issuer's equity securities, and amendments made to the said offers, received by the Issuer pursuant to Chapter XI.1 of the Federal Law On Joint-Stock Companies;

1.28. notice of the right to demand redemption of the Issuer's equity securities, or demand of redeeming the Issuer's equity securities, received by the Issuer pursuant to Chapter XI.1 of the Federal Law On Joint-Stock Companies;

1.29. revealing errors in earlier disclosed accounting (financial) statements of the Issuer, if such errors can have essential impact on the price of the Issuer's equity securities;

1.30. transacting by the Issuer or by an entity that provided security for bonds of the Issuer, when the amount of such transaction is 10 and more percent of the balance sheet value of assets of the Issuer or of the said entity as at the end date of the latest reporting period that preceded to such transacting;

1.31. making a transaction, recognised as the major transaction under the laws of the Russian Federation, by an entity that controls, is controlled by or is essential to the Issuer;

1.32. the Issuer's making a related-party transaction, which has to be approved by the authorised management body of the Issuer under the laws of the Russian Federation, if such transaction amounts to:

for issuers whose balance sheet value of assets as at the end date of the latest completed reporting period that preceded transaction approval by the Issuer's authorised management body, and if such transaction was not approved by the Issuer's authorised management body prior to making such - as at the end date of the latest completed reporting period that preceded making of such transaction by the issuer does not exceed RUB 100 billion - more than RUB 500 million, or two or more per cent of the balance sheet value of assets of the Issuer as at the date indicated in this subclause;

for issuers whose balance sheet value of assets as at the end date of the completed reporting period that preceded transaction approval by the Issuer's authorised management body, and if such transaction was not approved by the Issuer's authorised management body prior to making such - as at the end date of the latest completed reporting period that preceded making of such transaction by the issuer exceeds RUB 100 billion - one or more per cent of the balance sheet value of assets of the Issuer as at the date indicated in this subclause;

1.33. change of composition and/or amount of collateral for pledge-backed bonds of the Issuer, and in case of composition and/or amount of collateral change for mortgage-backed bonds – information about such changes, if they are caused by replacement of any mortgage-backed claim, which makes mortgage collateral for the bonds, or replacement for any property, which makes mortgage collateral for

the bonds, or replacement for any other property the cost (monetary value) of which is 10 or more per cent from the amount of mortgage collateral for the bonds;

1.34. change of assets value of the entity that provided security for bonds of the Issuer, which makes 10 or more per cent, or about other change of financial and business standing of such entity which is deemed essential by the Issuer;

1.35. the Issuer's obtaining of or cessation of the right to directly or indirectly (via its controlled entities), separately or jointly with other entities associated with the former by a property trust management agreement and/or ordinary partnership agreement, and/or a commission agreement, and/or a shareholders' agreement and/or any other agreement whose subject is the exercising of rights certified by shares (interests) in the entity whose equity securities are admitted to organised trading or the cost of whose assets exceeds RUB 5 billion, dispose of a certain number of votes granted by the voting shares (interests), which form the authorised capital of such entity, if such number of votes makes five per cent, or became more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes that fall on the voting shares (interests) which make the authorised capital of that entity;

1.36. the entity's acquiring of or cessation of the right to directly or indirectly (via its controlled entities), separately or jointly with other entities associated with the former by a property trust management agreement and/or ordinary partnership agreement, and/or a commission agreement, and/or a shareholders' agreement and/or any other agreement whose subject is the exercising of rights certified by shares (interests) in the entity that provided security for the Issuer's bonds, to dispose of a certain number of votes granted by the voting shares (interests), which form the authorised capital of such entity, if such number of votes makes five per cent, or became more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes that fall on the voting shares (interests) which make the authorised capital of that entity.

1.37. entry by the Issuer, by the entity which controls or is controlled by the Issuer, into an agreement that provides an obligation to acquire equity securities of the Issuer;

1.38. receiving, suspending, renewing, re-executing, revoking (cancelling) or terminating on any other grounds of the Issuer's permit (license) to carry out certain activities which are essential for the Issuer's finance and business;

1.39. expiring the powers of the Issuer's sole executive body and/or members of the collective executive body;

1.40. changing the amount of interest in authorised (joint-stock) capital of the Issuer and entities controlled by and essential to the Issuer:

the entities which are members of the Board of Directors, members of the collective executive body of the Issuer, and entities holding position (performing functions) of the sole executive body of the Issuer;

the entities which are members of the Board of Directors, members of the collective executive body of the management organisation, as well as the entities holding position (performing functions) of the sole executive body of the management organisation, where powers of the sole executive body of the Issuer have been transferred to the management organisation;

1.41. emerging and/or ceasing of rights by owners of the Issuer's bonds to demand early redemption of the Issuer's bonds owned by them;

1.42. engaging or replacing entities which provide intermediary services to the Issuer when the

Issuer performs the liabilities under bonds or other equity securities of the Issuer, with indication of their names, locations and sizes of remuneration for the services being provided, and any change of the given information;

1.43. a dispute related to establishing, managing of or membership in the Issuer, where the resolution of the said dispute can have essential impact on the price of the Issuer's equity securities;

1.44. claims lodged against the entity that provided security for the Issuer's bonds and related to performance of such entity's obligations under the Issuer's bonds;

1.45. placing of bonds or other financial instruments, certifying the borrower's liabilities the fulfilment of which shall be at expense of the Issuer, outside of the Russian Federation;

1.46. acquiring (alienating) the Issuer's voting shares or securities of a foreign issuer, certifying the rights with regard to voting shares of the Issuer, by the Issuer and/or its controlled entities, other than controlled entities which are brokers and/or trust managers and have made a transaction on their own behalf, but at expense of the client, which client is not the latter's issuer and/or controlled entity;

1.47. information sent or provided by the Issuer to the respective body (respective entity) of a foreign country, a foreign stock exchange and/or other entities under the foreign laws, for the purposes of disclosing or providing such to foreign investors due to placement or circulation of the Issuer's equity securities outside the Russian Federation, including by way of acquiring securities of a foreign issuer placed (being placed) under the foreign laws, if such information can have essential impact on the price of the Issuer's equity securities;

1.48. annual accounting (financial) statements and consolidated financial statements of the Issuer, and data contained in the auditor's opinions prepared with regard to the above statements;

1.49. interim accounting (financial) statements and consolidated financial statements of the Issuer for a reporting period made up by three, six, or nine months of the current year, and data contained in the auditor's opinions prepared with regard to the above statements;

1.50. conditions of equity securities placement determined by approved resolution of the Issuer's authorised body on issue (additional issue) of securities, other than the information earlier disclosed as required by the securities market laws of the Russian Federation;

1.51. results of issuing the equity securities, contained in the report (notice) approved by the authorised body of the Issuer, other than the information earlier disclosed as required by the securities market laws of the Russian Federation;

1.52. securities prospectus approved by the authorised representatives of the Issuer, other than the information earlier disclosed as required by the securities market laws of the Russian Federation;

1.53. quarterly reports signed by the authorised representatives of the Issuer, other than the information earlier disclosed as required by the securities market laws of the Russian Federation;

1.54. annual reports signed by the authorised representatives of the Issuer, other than the information earlier disclosed as required by the securities market laws of the Russian Federation;

1.55. the Issuer's entry into a strategic partnership agreement or any other agreement not envisaged by subclauses 1.20, 1.21, 1.23, 1.30, 1.32, 1.37 of this clause, where entry into such agreements may have essential impact on the price of the Issuer's equity securities;

1.56. conducting of and agenda of (refusal to conduct) the General Meeting of owners of the Issuer's bonds, and resolutions passed by the General Meeting of owners of the Issuer's bonds;

1.57. determining a new representative for the bond owners by the bond Issuer;

2. equity securities placed by the Issuer, as provided in subclauses 1.13 to 1.16, 1.50, 1.51, 1.56 and 1.57 of Clause 1 hereof shall be deemed as insider information of the Issuer if:

the Issuer's equity securities are placed in organised trading;

the Issuer's equity securities being placed comprise an additional issue in relation to the equity securities of the issue that were admitted to organised trading or in respect of which an application for admittance to organised trading was lodged;

3. Information about placed (circulated) equity securities of the Issuer, as provided in subclauses 1.12, 1.18, 1.19, 1.23, 1.37, 1.41, 1.56 and 1.57 of Clause 1 hereof shall be deemed as insider information of the Issuer if the said equity securities are admitted to organised trading or an application for admittance to organised trading was lodged in respect thereof;

4. Information about the entity which provided security for the Issuer's bonds, and on conditions of such security, as provided in subclauses 1.7 to 1.11, 1.30, 1.33, 1.34, 1.36, 1.44 of Clause 1 hereof shall be deemed as insider information of the Issuer if the said bonds are admitted to organised trading or an application for admittance to organised trading was lodged in respect thereof;

Information about the entity which provided security for the Issuer's bonds, as provided in subclauses 1.7 - 1.11, 1.30, 1.34 of clause 1 hereof shall not constitute insider information of the Issuer if such entity is the Russian Federation that provided state guarantee of the Russian Federation, a constituent entity of the Russian Federation that provided state guarantee of the constituent entity of the Russian Federation, or a municipal entity that provided municipal guarantee on the Issuer's bonds;

5. The Issuer's insider information shall not include the information and/or data based on it, which are transferred by the Issuer and/or an entity (entities) engaged by the former to potential acquirers, or are used by the Issuer and/or an entity (entities) engaged by the former for giving recommendations or encouraging potential acquirers in any other ways to acquire the relevant securities due to placement (arranging of placement), and/or offer (arranging of offer) of equity securities of the Issuer in the Russian Federation or abroad, including by way of placing securities of a foreign issuer, which certify the rights with regard to equity securities of the Issuer, provided notifying potential acquirers about the fact that such information (data) can be used by them solely for the purposes of passing resolution to acquire the securities being placed (offered).