

PUBLIC JOINT STOCK COMPANY TRANSNEFT
(TRANSNEFT)

APPROVED

by the resolution of the Board of Directors
of Transneft
minutes of the meeting of the Board of
Directors No. 16
dated 21 September 2020

**REGULATIONS for Access to Insider Information of Transneft and Internal Control
Regulations for Prevention, Detection and Suppression of Unlawful Use of Insider
Information and (or) Market Manipulation**

Moscow
2020

Regulations for access to insider information of Transneft and internal control regulations for prevention, detection and suppression of unlawful use of insider information and (or) market manipulation

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1. Terms and Definitions

Insider Trading Law - Federal Law No. 224-FZ dated 27 July 2010 On Counteracting Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation.

Insider information of the Company has the meaning defined in Paragraph 3.1 of these Regulations.

Company Insiders are individuals included in the list of people having access or potential access to the insider information of Transneft.

The Company is Transneft.

Conflict of Interest is a situation in which the personal interest of a person affects or may affect the proper, objective and impartial performance of their official duties (exercise of powers).

Unlawful Use is unlawful use of insider information and/or market manipulation.

Operations with Company's Financial Instruments - transactions and other actions aimed at the acquisition, alienation, or other change of rights to the Company's financial instruments, as well as actions related to the assumption of obligations to perform these actions, including placing applications (giving instructions) or canceling such applications.

Transneft Subsidiaries are organizations with the Company's stake (direct and/or indirect) in authorized capitals amounting to more than 20%.

Responsible Official is an official who monitors the Company's compliance with the requirements of the Law on Insider Trading, other regulations on Unlawful Use and these Regulations.

Moscow Exchange is a trade organizer that approves the Company's financial instruments to on-exchange trading.

Regulations are these Regulations for Access to Insider Information of Transneft and Internal Control Regulations for Prevention, Detection and Suppression of Unlawful Use of Insider Information and (or) Market Manipulation.

Counteraction to Unlawful Use is prevention, detection and suppression of unlawful use of insider information and/or market manipulation.

Disclosure of Information is providing access to information to all interested parties, regardless of the purpose of obtaining this information in accordance with the procedure that guarantees its position and reception.

Information Distribution means actions

a) aimed at obtaining information by an indefinite number of persons or at transferring information to an indefinite number of persons, including by disclosing it

in accordance with the legislation of the Russian Federation on securities;

b) related to the publication of information in the media, including electronic information and telecommunication networks, access to which is not limited to a certain circle of persons (including the information and telecommunications network "Internet");

c) related to the distribution of information in the media, including electronic information and telecommunication networks, access to which is not limited to a certain number of persons (including the information and telecommunications network "Internet");

Regulatory Risk is the risk for the Company to incur expenses (losses) and/or other adverse consequences as a result of its inconsistency or inconsistency of its activities with the requirements of the Insider Trading Law, regulations adopted in accordance with it, as well as these Regulations and/or as a result of the measures applied against the Company by the Bank of Russia.

Related Persons are spouses, adult children of members of the Board of Directors, members of the Management Board, the President, members of the Revision Commission, employees of the Company and other individuals included in the Company Insider List.

Company's Own List of Insider Information is a list of insider information compiled taking into account the specifics of the Company's activities, including insider information, the list of which is approved by a regulation of the Bank of Russia, approved by the order of the Company and posted on the Company's official website on the Internet.

Company Insider List is a document containing information about individuals and legal entities who have access or potential access to the insider information of the Company.

Business Unit of the Company - departments or directorates, sections, divisions that are not part of departments, directorates and are directly subordinate to vice presidents or other managers.

Transaction Notification is a notification of a person included in the Company Insider List of a transaction with the Company's Financial Instruments.

Bank of Russia Directive is a directive of the Central Bank of the Russian Federation dated 01.08.2019 No. 5222-U On Requirements for Internal Control Rules for the Prevention, Detection and Suppression of the Unlawful Use of Insider Information and/or Market Manipulation by Legal Entities Specified in Clauses 1, 3 - 8, 11 and 12 of Article 4 of the Federal Law of July 27, 2010 No. 224-FZ On Counteracting Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation.

Company's Financial Instruments are shares, bonds of the Company and/or derivative financial instruments, the underlying asset of which are shares and bonds of the

Company, admitted to on-exchange trading in the Russian Federation and/or in respect of which an application for admission to trading on such trading was filed.

2. General Provisions

2.1. These Regulations are developed in accordance with the requirements of the Insider Trading Law, Instructions of the Bank of Russia and are mandatory for members of the management and control bodies, employees of the Company and other individuals included in the Company Insider List, Related Persons, as well as legal entities included in the Company Insider List.

2.2. Internal control in the field of Counteraction to Unlawful Use is carried out in order to minimize the occurrence of Regulatory Risk.

2.3. The main objectives of internal control are to ensure compliance and timely identification of risks of violation by the Company, its employees or counterparties of the requirements of the Insider Trading Law, regulatory acts adopted in accordance with it and internal documents of the Company in the field of Counteraction to Unlawful Use, development of recommendations to eliminate and minimize the identified risks.

2.4. Internal control methods are based on identification, analysis, assessment, monitoring of Regulatory risk, as well as management of such risk.

3. Company's Insider Information. Insider List

3.1. Company's Insider Information means accurate and specific information related to the activities and/or financial condition and/or plans of the Company and/or Transneft subsidiaries and provided for by the Law on Insider Information, which has not been distributed and the distribution of which may have a significant impact on prices (quotations) of the Company's financial instruments and the possession of which provides its owner with advantages over other participants of the securities market, with the exception of the information specified in Paragraph 3.3 below.

3.2. All Company's Insider Information is included in the list of information constituting a commercial secret and other confidential information of the Company. The procedure of accessing the Company's insider information and the rules for protecting its confidentiality are stipulated by the Regulation on the Protection of the Commercial Secrets of Transneft and other confidential information.

3.3. The Company's Insider Information does not include:

- information that has become available to an unlimited number of persons as a result of its distribution;

- researches, forecasts and estimates in relation to the Company's financial instruments carried out on the basis of publicly available information, as well as recommendations and/or proposals on the implementation of transactions with the Company's financial instruments;
- information on the person who provided a security for the Company's bonds, in case such person is the Russian Federation that provided a state guarantee of the Russian Federation, a constituent entity of the Russian Federation that provided a state guarantee of the constituent entity of the Russian Federation, or a municipal entity that provided a municipal guarantee for the Company's bonds.

3.4. The Company maintains a Company Insider List.

3.4.1. The Company Insider List is a confidential document of the Company containing information about the Company's Insiders, including personal data of individuals.

3.4.2. The Company Insider List is maintained electronically on an ongoing basis.

3.4.3. If necessary, the Company Insider List may be provided in hard copy on the basis of a written claim (request) of authorized persons in the cases established by the legislation of the Russian Federation.

3.4.4. In order to check non-standard transactions (applications) for unlawful use, Moscow Exchange has the right to send a written claim (request) to transfer the Company Insider List, and the Company is obliged to transfer this List according to the procedure and within the deadlines specified in the claim (request).

3.4.5. The Company is obliged to transfer the Company Insider List to the Bank of Russia upon its written request (order).

3.5. A person is included in the Company Insider List in accordance with the following rules:

3.5.1. Mandatory - members of the Board of Directors, members of the Management Board, the President of the Company, members of the Revision Commission of the Company from the moment of election (appointment) to the position and until the termination of the exercise of the relevant power.

3.5.2. The auditor (audit organizations) of the Company, the registrar (register-keeper) and the depositary of the Company, as well as the trade organizers through whom transactions with the Company's financial instruments are carried out, from the moment of concluding an agreement with them for the provision of relevant services and until the termination of the said agreement.

3.5.3. Information agencies that disclose information to the Company on the basis of an agreement, rating agencies that, on the basis of an agreement, assign ratings to the Company, its shares and bonds, from the moment of concluding an agreement with them for the provision of relevant services and until the termination of the said agreement.

3.5.4. The Company Insider List may include other legal entities and individuals, including Transneft subsidiaries, employees of the Company and its subsidiaries, who, on the basis of contracts concluded with them or in accordance with their job responsibilities, have access or may have potential access to the Company's Insider Information, in accordance with the procedure determined by the Order of the Company On Counteracting Unlawful Use of Insider Information.

3.6. The Company shall send a person included in the Company's Insider List or excluded from such List a written notification of the inclusion or the exclusion of the person in the Company Insider List. The notification form is posted on the Company's website on the Internet.

3.7. Persons included in the Company Insider List must comply with the restrictions and requirements for the use of information related to the Company's Insider Information established by the legislation of the Russian Federation, these Regulations and other internal documents of the Company, and also take all necessary measures to ensure its confidentiality, including after exclusion from the Insider List, in accordance with the Regulations on the Protection of Trade Secrets of Transneft and other confidential information or the Agreement on Information Exchange and Confidentiality of Information.

3.8. Persons included in the Company Insider List are responsible for the unlawful use of Company's Insider Information and may be subjected to civil, disciplinary, administrative, and criminal liability in accordance with the legislation of the Russian Federation.

3.9. Any person who does not have the right to access the Company's Insider Information, but due to any circumstances received such information, is obliged to:

- immediately stop familiarizing themselves with such information;
- take measures in their control to preserve the confidentiality of Insider Information, including the exclusion of distribution or provision of such information;
- comply with the restrictions and prohibitions provided for by the Insider Trading Law and these Regulations.

3.10. Any person who is not included in the Company Insider List, but distributes Company's Insider Information or performs transactions with Company's Financial Instruments using Insider Information, may be subjected to civil, administrative or criminal liability in cases

provided for by the legislation of the Russian Federation.

3.11. The Company has the right to demand compensation for losses, including reputational ones, from persons who participated in the Unlawful Use and/or distribution of the Company's Insider Information.

4. The procedure for Performing Transactions Using the Company's Financial Instruments

4.1. Operations with the Company's Financial Instruments performed using the Company's Insider Information are prohibited. Such a prohibition on transactions with the Company's financial instruments is in effect until the relevant Insider Information is disclosed by the Company in accordance with the legislation of the Russian Federation on securities.

4.2. The rules and prohibitions regarding transactions with the Company's Financial Instruments contained in these Rules continue to apply to persons included in the Insider List, after their exclusion from the List, as long as such persons continue to possess Insider Information, but in any case no more than one (1) year.

4.3. For the period from the 15th (fifteenth) calendar day of the first month of the quarter following the reporting period to the date of disclosure of statements under international financial reporting standards for the previous reporting period inclusive, the Company establishes a moratorium (prohibition) on transactions with the Company's Financial instruments for the following persons included in the Company Insider List and Associated Persons:

- members of the Board of Directors of the Company;
- members of the Management Board of the Company;
- The President of the Company;
- members of the Company's Revision Commission;
- employees of the Company and of its subsidiaries.

4.4. The company posts information about the moratorium being in place on its website on the Internet.

4.5. The provisions of the Paragraph 4.3 of these Regulations do not apply to the following cases:

- acquisition of the Company's Financial Instruments as part of the long-term incentive program for employees of the Company and its subsidiaries, as well as members of the Company's management bodies;
- acquisition or disposal of the Company's Financial Instruments due to the requirements of the legislation of the Russian Federation or a court decision.

4.6. The President of the Company, in agreement with the Chairman of the Audit Committee under the Board of Directors, has the right to authorize the person specified in Paragraph 4.3 perform transactions with the Company's Financial Instruments during the moratorium if such a person has a reasonable need to complete a transaction during the moratorium due to large unplanned personal expenses (only for the sale of the Company's Financial Instruments).

4.6.1. A written application for permission to carry out operations with the Company's Financial Instruments during the moratorium is sent to the President of the Company in the form posted on the Company's website on the Internet.

4.6.2. Permission or refusal to carry out operations with the Company's Financial Instruments is provided within 5 (five) business days after receiving a written application. In case of obtaining permission, the Company Insider or its Related Persons must make a transaction with the Company's Financial Instruments within five (5) business days after receiving the permission.

4.7. The person referred to in Paragraph 4.3 and the Related Persons are required to send a Notice of Transactions within 10 business days from the date of their completion. The provision of information from the Related Persons is provided by a person included in the Insider List, as part of a overall information on transactions performed with the Company's Financial Instruments.

4.8. The Company has the right to request the information about their transactions with the Company's Financial Instruments from persons included in the Company Insider List. Company Insiders who have received a request are obliged to provide a Transaction Notification within the time period specified in the request, which must be at least 10 business days after receiving the request.

4.9. The Transaction Notifications must be submitted to the Company in the form of an electronic document following the procedure and methods specified in the Company's request, unless otherwise provided by the regulations of the Bank of Russia. The Transaction Notification Form is posted on the Company's website on the Internet.

4.9.1. If there are circumstances that prevent the Company's Insider from fulfilling the request in the form of an electronic document, he must provide a Transaction Notifications in hard copy of his choice sending it with a mail messenger or by recorded delivery.

4.9.2. If during the period for which the information is to be provided in accordance with the Company's request, the Company's Insider did not perform transactions with the Company's Financial Instruments, the Insider must, in response to the request, provide information about the non-existence of transactions.

4.9.3. Members of the Management Board, President, employees of the Company included in the Company Insider List may submit a Transaction Notification

in electronic form using the internal corporate mail of the Company.

4.9.4. The Company keeps records of all Transaction Notifications received in accordance with this section for five (5) years after receiving them.

5. Procedure and Terms of Disclosure of the Company's Insider Information

5.1. Insider information, the list of which is approved by a regulation of the Bank of Russia and included in the Company's Own List of Insider Information, is subject to disclosure according to the procedure and within the deadlines established by regulatory acts of the Bank of Russia.

5.2. The Company's Insider Information not contained in the list of insider information approved by the Bank of Russia and included in the Company's Own List of Insider Information is subject to disclosure within the following deadlines from the date of the relevant fact (event, action) or from the date the Company learned or should have learned about its occurrence:

- in a content source updated in real time and provided by an information agency (news feed) - no later than 1 calendar day;
- on a page in the information and telecommunications network "Internet" provided by one of the distributors of information on the securities market (page on the Internet), and on the Company's page on the Internet, when its email address includes a domain name, with the rights to it belonging to the Company - no later than 2 calendar days.

5.3. The Long-Term Development Programme of Transneft approved by the Board of Directors of the Company and included in the Company's Own List of Insider Information is not subject to disclosure.

5.4. In cases determined by the Government of the Russian Federation, the Company's Insider Information may be disclosed in a limited scope and/or volume. In this case, the Company must send a notification to the Bank of Russia containing the Company's Insider Information, which is not being disclosed.

6. Internal Control Procedure

6.1. Internal control in the field of Counteraction to Unlawful Use is carried out by the Responsible Official, who is appointed by the President of the Company from the staff of the Company and who has the Company as the primary place of employment. The Responsible Official cannot work part-time in another organization.

6.2. The Responsible Official job description includes:

- 1) Identification, analysis, assessment and monitoring of Regulatory Risk.
 - 2) Organization of processes aimed at managing the Regulatory Risk, including the development of measures on Counteracting Unlawful Use, as well as control over the implementation of these measures.
 - 3) Keeping records of events related to the Regulatory Risk.
 - 4) Control of:
 - informing of the Bank of Russia about probable and/or occurring Regulatory Risk events;
 - compilation of the Company's Own List of Insider Information and introduction of the amendments to it;
 - compliance with the procedure for access to the Company's Insider Information;
 - compliance with the procedures and terms of disclosure of the Company's Insider Information;
 - the Company carrying out activities aimed at fulfilling obligations (for exercising rights) related to maintaining the of the Company Insider List;
 - compliance with the terms of transactions with the Company's Financial Instruments by the Company's Insiders specified in Paragraph 4.3 of these Regulations, and the Related Persons;
 - ensuring the compliance of the Company's internal documents with the requirements in the field of Counteraction to Unlawful Use;
 - familiarization of the members of the management bodies and employees of the Company with the requirements in the field of Counteraction to Unlawful Use;
 - Surveying the members of the management bodies, employees of the Company on an annual basis in order to assess their actions to comply with the requirements in the field of Counteraction to Unlawful Use.
 - 5) Organization of consideration of appeals (including complaints), inquiries and applications in the field of Counteraction to Unlawful Use, as well as analysis of the statistics of these appeals (including complaints), inquiries and applications (if such statistics are available).
- 6.3. The Responsible Official has the right to:
- 1) Request documents and information from the members of the management bodies, structural divisions and employees of the Company, including explanations necessary to perform the official's functions;
 - 2) Inform the President of the Company about the issues related to the implementation of internal control in the field of Counteraction to Unlawful Use;

3) Provide the Bank of Russia with the information on probable and/or occurring Regulatory Risk events, if the Company makes such a decision.

6.4. The Responsible Official cannot be assigned duties, the performance of which may lead to a Conflict of Interest of the their control functions.

6.5. Temporary absence of the Responsible Official is allowed for a period of up to one month and a total duration of not more than two months during a calendar year, provided that the continuity of the internal control functions is ensured. In case of a longer absence of the Responsible Official, a person is appointed to perform his duties, who does not have a Conflict of Interest during the replacement period.

6.6. The Company provides the Responsible Official with:

- (material, technical, personnel) resources necessary and sufficient to achieve the tasks assigned to him;
- access to the information necessary for the implementation of the relevant function;
- a remuneration system that ensures independence from other business units (officials) of the Company.

6.7. The Company on its official website on the Internet discloses the contact information of the Responsible Official (e-mail address, online contact form in the “Insiders” section), using which any person (including an employee of the Company) can report events (facts, actions, intentions) that have led or may lead to a violation of the requirements of the legislation and/or the internal documents of the Company in the field of Counteraction to Unlawful Use.

6.8. Employees of the Company are obliged to immediately inform their immediate superior and/or the Responsible Official about events (facts, actions, intentions) that have led or may lead to a violation of the requirements of the Insider Trading Law or these Regulations.

6.9. The Responsible Official organizes a reviewal and investigation of the facts contained in the received notifications of possible violations, and takes actions aimed at preventing, detecting and suppressing violations of the legislation in the field of Counteraction to Unlawful Use.

6.10. The Responsible Official participates in the consideration of the claims (requests) of the Moscow Exchange received by the Company, the orders of the Bank of Russia related to the subject of regulation of the legislation on Counteraction to Unlawful Use, carries out an additional fact check on the received claims (requests) and orders.

6.11. Regulatory risk management is carried out in accordance with the risk management system organized in the Company. The Company maintains a log of Regulatory Risk events.

6.12. In order to assess the actions of the members of the management bodies and

employees of the Company for compliance with the requirements and internal documents of the Company in the field of Counteraction to Unlawful Use, under the guidance of the Responsible Official, the Company surveys these persons annually.

6.13. The Responsible Official, at least once a year, provides the President of the Company with a report on probable and/or occurring Regulatory risk events and proposals for improving the measures taken by the Company to comply with the requirements in the field of Counteraction to Unlawful Use.