

List of insider information of Transneft, JSC

List of insider information of Transneft, JSC approved by Order No. 82 of Transneft, JSC dd. 23.07.2012

1.1. Insider information of Transneft, JSC includes the information about:

1) convening and conducting the General Meeting of Transneft, JSC, including information about agenda, date of conduction, date of drawing up the list of persons entitled to participate in the General Meeting and resolutions passed by the General Meeting of Transneft, JSC;

2) agenda of the Board of Directors of Transneft, JSC and the resolutions passed thereby;

3) facts of failure of the Board of Directors of Transneft, JSC to pass the resolutions, which should be passed in line with the federal laws, as follows:

on convening an annual (regular) General Meeting of shareholders of Transneft, JSC, as well as about other resolutions related with preparation, convening and conducting an annual (regular) General Meeting of Transneft, JSC;

on convening (conducting) or refusal to convene (conduct) an extraordinary General Meeting of Transneft, JSC on demand of the Revision Commission of Transneft, JSC, the auditor of Transneft, JSC or shareholders (shareholder), which own at least 10% of the voting shares of Transneft, JSC;

on inclusion or refusal to include the proposed items to the agenda of the General Meeting of shareholders of Transneft, JSC, and the nominated candidates to the list of candidatures for voting on the elections to the respective body of Transneft, JSC, which are proposed by shareholders (shareholder) that jointly own at least 2% of the voting shares of Transneft, JSC;

on formation of the sole executive body of Transneft, JSC on two meetings of the Board of Directors in a row, or during 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 of Article 69 of the Federal Law "On joint-stock companies";

on early termination of powers of the sole executive body of Transneft, JSC on two meetings of the Board of Directors in a row, in case provided for by Clause 7, Article 69 of the Federal Law "On joint-stock companies";

on convening (conducting) extraordinary General Meeting of Transneft, JSC, if the number of members of the Board of Directors of Transneft, JSC becomes smaller than the number, which makes a quorum for conducting meeting of the Board of Directors of Transneft, JSC;

on formation of temporary sole executive body of Transneft, JSC, and on conduction of an extraordinary General Meeting of shareholders of Transneft, JSC for resolution of matter on early termination of powers of its sole executive body or managing organization (executive manager) and on formation of new sole executive body of Transneft, JSC, or on transfer of powers of its sole executive body to the managing organizations (executive manager), when the Board of Directors of Transneft, JSC passes resolution about suspension of powers of its sole executive body or powers of the managing organization (executive manager);

on recommendations with regard to voluntary, including competing, or mandatory proposal received by Transneft, JSC, including evaluation of the proposed price of the purchased issuance securities and possible amendments of their market value after purchase, evaluation of plans of the person that sent voluntary, including competing, or mandatory proposal, with regard to Transneft, JSC, including with regard to its employees;

4) sending a notice to Transneft, JSC about entering into the Unified State Register of Legal Entities of entries related with reorganization, cessation of activity or liquidation of the issuer, and if the body that performs state registration of legal entities decides to refuse to enter the mentioned records – information about making such decision;

5) about appearance of organization controlled by Transneft, JSC, which has substantial significance for it, as well as cessation of grounds for control over such organization;

6) about appearance of a person, which controls Transneft, JSC, as well as cessation of grounds for such control;

7) passing resolution on reorganization or liquidation of organization, which controls Transneft, JSC, is controlled by Transneft, JSC, has material significance for it, or by the person, which provided security for bonds of Transneft, JSC;

8) sending by the organization, which controls Transneft, JSC, is controlled by Transneft, JSC, has substantial significance for it, or by the person, which provided security for bonds of Transneft, JSC, a notice on entering into the Unified State Register of Legal Entities of entries related with reorganization, termination of activity or liquidation of the mentioned organizations;

9) appearance of insolvency (bankruptcy) signs provided for by the laws of the Russian Federation for Transneft, JSC, the person, which controls Transneft, JSC, is controlled by Transneft, JSC, has substantial significance for it, or by the person, which provided security for bonds of Transneft, JSC

10) judgment of an arbitration court on declaring bankrupt Transneft, JSC, the person, which controls Transneft, JSC, is controlled by Transneft, JSC, has material significance for it, or by the person, which provided security for bonds of Transneft, JSC, as well as about judgment of the arbitration court to declare bankrupt the mentioned persons, introduction of bankruptcy procedures against one of them or termination of bankruptcy proceedings against them;

11) filing lawsuit against Transneft, JSC, the person, which controls Transneft, JSC, is controlled by Transneft, JSC, has substantial significance for it, or by the person, which provided security for bonds of Transneft, JSC, when the amount of claims under such lawsuit is 10 or more percent of balance sheet value of the assets of the mentioned persons as of the end date of the reporting period (quarter, year) preceding filing the suit, with regard to which the term for submitting financial statements expired, or any other suit, granting of which in opinion of Transneft, JSC can significantly influence financial and business position of Transneft, JSC or the mentioned persons;

12) the date of drawing up the list of owners of registered issuance securities of Transneft, JSC or certificated issuance securities of Transneft, JSC to the bearer with mandatory centralized safekeeping for the purposes of exercising rights granted by such issuance securities;

13) authorized bodies of Transneft, JSC passing resolutions as follows:

on placement of issue-grade securities of Transneft, JSC;

- on approval of resolution on issue (additional issue) of issue-grade securities of Transneft, JSC;
- on approval of prospectus for securities of Transneft, JSC;
- on beginning date of placement of issue-grade securities of Transneft, JSC;
- 14) completion of placement of issue-grade securities of Transneft, JSC;
- 15) sending (submitting) application for state registration of issue (additional issue) of issue-grade securities, registration of prospectus for securities, registration of amendments made to the resolution on issue (additional issue) of issue-grade securities and (or) into their prospectus, state registration of report on results of issue (additional issue) of issue-grade securities by Transneft, JSC;
- 16) sending (submitting) by notification about results of issue (additional issue) of issue-grade securities by Transneft, JSC;
- 17) judgment of arbitration court on declaring invalid issue (additional issue) of issue-grade securities of Transneft, JSC;
- 18) repayment of issue-grade securities of Transneft, JSC;
- 19) accrued and/or paid incomes under issue-grade securities of Transneft, JSC;
- 20) agreement conclusion between Transneft, JSC and a Russian securities market operator about inclusion of issue-grade securities of Transneft, JSC into the list of securities admitted to trading by the Russian securities market operator, as well as agreements with the Russian stock exchange about inclusion of issue-grade securities of Transneft, JSC to the quotation list of the Russian stock exchange;
- 21) conclusion by Transneft, JSC of an agreement on inclusion of issue-grade securities of Transneft, JSC or securities of a foreign issuer, certifying rights with regard to issue-grade securities of Transneft, JSC, into the list of securities admitted to trading on a foreign organized (regulated) financial market, as well as agreements with a foreign stock exchange on inclusion of such securities into the quotation list of the foreign stock exchange;
- 22) inclusion of issue-grade securities of Transneft, JSC or securities of a foreign issuer, which confirm the right with regard to issue-grade securities of Transneft, JSC, to the list of securities admitted to trading at a foreign organized (regulated) financial market, and exclusion of such securities from the mentioned list, as well as inclusion of such securities into the quotation list of a foreign stock exchange or their exclusion from the mentioned list;
- 23) conclusion by Transneft, JSC of an agreement on support (stabilization) of prices for issue-grade securities of Transneft, JSC (securities of a foreign issuer, which confirm rights with regard to issue-grade securities of Transneft, JSC), conditions of the mentioned agreement as well as termination of such agreement;
- 24) submitting an application by Transneft, JSC to receive permission of the Federal Securities-Market Agency for placement and/or arrangement of its issue-grade securities circulation outside of the Russian Federation;
- 25) Transneft, JSC's failure to fulfill its obligations with regard to holders of its issue-grade securities;
- 26) person's direct or indirect (via persons controlled by such person), separate or joint with other persons related with the former by a property trust management agreement and/or an agreement of simple partnership, and/or a commission agreement, and/or a shareholders' agreement and/or any other agreement, the subject matter of which shall be exercising the rights confirmed by shares of Transneft, JSC, purchase or cessation of the right to dispose of certain number of votes granted by the voting shares, which form the authorized capital of Transneft, JSC, if the mentioned number of votes makes 5%, or became bigger or smaller than 5, 10, 15, 20, 25, 30, 50, 75 or 95% of the total number of votes that fall on the voting shares, which make the authorized capital of Transneft, JSC;
- 27) voluntary, including competing, or mandatory offer to acquire issue-grade securities of Transneft, JSC, as well as amendments made to the mentioned proposal received by Transneft, JSC pursuant to Chapter XI.1 of the Federal Law "On joint-stock companies";
- 28) notification about the right to demand redemption of issuance securities of Transneft, JSC, or demand of redemption of issuance securities of Transneft, JSC, received by Transneft, JSC pursuant to Chapter XI.1 of the Federal Law "On joint-stock companies";
- 29) finding mistakes in earlier disclosed or provided financial statements of Transneft, JSC, when such mistakes can make substantial influence on the price of issue-grade securities of Transneft, JSC;
- 30) transaction of Transneft, JSC or of the person that provided securities under bonds of Transneft, JSC, when the amount of such transaction is 10 and more percent of the balance sheet value of assets of Transneft, JSC or of the mentioned person as of the end date of the reporting period (quarter, year) preceding the transaction, with regard to which the established term of submitting financial statements has expired;
- 31) organization, which controls Transneft, JSC or is controlled by Transneft, JSC, making transaction, which has substantial significance for it and which is deemed a large transaction pursuant to the laws of the Russian Federation;
- 32) Transneft, JSC making a related-parties transaction, which has to be approved by the authorized management body of Transneft, JSC pursuant to the laws of the Russian Federation, when the amount of such transaction is:
- a) if the balance sheet value of assets as of the end date of the reporting period (quarter, year) preceding to approval of the transaction by the authorized management body of Transneft, JSC, and in the cases when such transaction hasn't been approved by the authorized management body of Transneft, JSC before its completion - on the end date of the reporting period (quarter, year) preceding Transneft, JSC's making such transaction, with regard to which the established term for submitting financial statements has expired, doesn't exceed RUB 100 billion, - RUB 500 million or 2 or more percent of the balance sheet value of Transneft, JSC's assets as of the date indicated in this sub-clause;
- b) if the balance sheet value of assets as of the end date of the reporting period (quarter, year) preceding to approval of the transaction by the authorized management body of Transneft, JSC, and in the cases, when such transaction hasn't been approved by the authorized management body of Transneft, JSC before its completion - on the end date of the reporting period (quarter, year) preceding Transneft, JSC's making such transaction, with regard to which the established term for submitting financial statements has expired, exceeds RUB 100 billion or 1 or more percent of the balance sheet value of Transneft, JSC's assets as of the date indicated in this sub-clause;
- 33) change of composition and/or amount of collateral for pledge-backed bonds of Transneft, JSC, 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 of any property, which makes mortgage collateral for the bonds, the cost (money value) of which is 10 or more percent from the amount of mortgage collateral for the bonds;

34) change of assets value of the person, which provided security for bonds of Transneft, JSC, which make 10 or more percent, or about other change of financial and business position of such person, which is substantial in the opinion of Transneft, JSC;

35) Transneft, JSC receiving or losing the right to directly or indirectly (via persons controlled by Transneft, JSC), separately or jointly with other persons related with Transneft, JSC by a property trust management agreement and/or an agreement of simple partnership, and/or a commission agreement, and/or a shareholders' agreement and/or any other agreement, the subject matter of which shall be exercising the rights confirmed by shares of the organization, whose issue securities are included into the list of securities admitted to trading by a securities market operator, or value of assets exceeds RUB 5 billion, to dispose of certain number of votes granted by the voting shares, which form the authorized capital of the mentioned organization, if the mentioned number of votes is 5% or has become bigger or smaller than 5, 10, 15, 20, 25, 30, 50, 75 or 95% of the total number of votes that fall on voting shares, which make the authorized capital of such organization;

36) person's acquiring or losing the right to directly or indirectly (via persons controlled by such person), separately or jointly with other persons related with it by property trust management agreement and/or agreement of simple partnership, and/or commission agreement, and/or shareholders agreement and/or any other agreement, the subject matter of which shall be exercising the rights confirmed by shares of the organization, which provided surety for bonds of Transneft, JSC, to dispose of certain number of votes granted by voting shares, which form the authorized capital of such organization, if the mentioned amount of votes is 5% or has become bigger or smaller than 5, 10, 15, 20, 25, 30, 50, 75 or 95% of the total number of votes that fall on voting shares, which make the authorized capital of such organization;

37) conclusion by Transneft, JSC, the person which controls Transneft, JSC or organization controlled by Transneft, JSC of an agreement, providing for an undertaking to purchase issue-grade securities of Transneft, JSC;

38) receiving, suspension of validity, renewal of validity, reissue, revocation (annulment) or termination on any other grounds of permission (license) of Transneft, JSC for performance of certain activity, which has substantial financial and business significance for Transneft, JSC;

39) expiration of powers of the sole executive body and/or members of the collective executive body of Transneft, JSC;

40) change of the amount of share in authorized (joint-stock) capital of the issuer and organizations controlled by the issuer, which have substantial significance for the latter:

of the persons, which are members of the board of directors, members of the collective executive body of Transneft, JSC, as well as the persons holding position (performing functions) of the sole executive body of Transneft, JSC;

of the persons, which are members of the board of directors, members of the collective executive body of the management organization, as well as the persons holding position (performing functions) of the sole executive body of the management organization, when powers of the sole executive body of Transneft, JSC have been transferred to the management organization;

41) appearance and/or termination of rights of owners of Transneft, JSC's bonds to demand Transneft, JSC to redeem their bonds of Transneft, JSC;

42) involvement or replacement of organizations, which provide Transneft, JSC with intermediary services when performing obligations of Transneft, JSC on bonds or other issue-grade securities of Transneft, JSC, with indication of their names, locations and amounts of reward for the provided services, as well as change of the mentioned information;

43) dispute related with creation, management or membership in Transneft, JSC, when the resolution of the mentioned dispute can influence materially on the price of issuance securities of Transneft, JSC;

44) making demands related with fulfillment of obligations under the bonds of Transneft, JSC to the person that provided security for such bonds;

45) placement of bonds or other financial instruments, which confirm the borrower's liabilities, the fulfillment of which shall be for the cost of Transneft, JSC, outside of the Russian Federation;

46) purchase (alienation) of voting shares of Transneft, JSC or securities of a foreign issuer, which confirm the rights with regard to voting shares of Transneft, JSC, by issuer and/or organizations controlled by Transneft, JSC, except the controlled organizations, which are brokers and/or trust managers and have made a transaction on their behalf, but for the cost of the client, which is not an issuer and/or organization controlled by the latter;

47) information sent or provided by Transneft, JSC to the respective body (respective organization) of a foreign state, a foreign stock exchange and/or other organizations in accordance with foreign law, for the purposes of its disclosure or provision to foreign investors due to placement or circulation of issue-grade securities of Transneft, JSC outside the Russian Federation, including by way of purchasing securities of a foreign issuer placed (being placed) in line with foreign law, if such information can make substantial influence on the price of issue-grade securities of Transneft, JSC;

48) annual or intermediary (quarterly) financial statements of Transneft, JSC, including its annual or intermediary consolidated financial statements, as well as the information contained in the auditor's opinion prepared with regard to the mentioned reporting;

49) conditions of issue-grade securities placement determined by approved resolution of the authorized body of Transneft, JSC on issue (additional issue) of securities in case of:

securities placement in trading conducted by a securities market operator;

additional issue securities placement, if the securities of the issue, with regard to which the securities being placed are additional issue, are admitted to trading at the securities market operator, or application to admission to trading at the securities market operator is submitted with their regard;

50) contained in the report (notification) approved by the authorized body of Transneft, JSC about results of securities issuance, in case of:

securities placement in trading conducted by a securities market operator;

additional issue securities placement, if the securities of the issue, with regard to which the securities being placed are additional issue, are admitted to trading at the securities market operator, or application to admission to trading at the securities market operator is submitted with their regard;

51) information contained in the prospectus for securities approved by an authorized body of Transneft, JSC, except for the information, which has already been disclosed or provided in line with requirements of laws of the Russian Federation on securities;

52) information contained in quarterly reports signed by authorized persons of Transneft, JSC, except for the information, which had been disclosed or provided in line with requirements of the laws of the Russian Federation on securities;

53) information contained in annual reports signed by authorized persons of Transneft, JSC, except for the information, which had been disclosed or provided in line with requirements of the laws of the Russian Federation on securities;

54) conclusion of a strategic partnership agreement by Transneft, JSC or any other agreement, which is not provided for sub-clauses 20, 21, 23, 30, 32, 37 of this Clause, if conclusion of such agreements can make substantial influence on the price of issue-grade securities of Transneft, JSC.

1.2. Information about issue-grade securities of Transneft, JSC being placed, provided for by sub-clauses 13-16 of Clause 1.1. of this List refers to insider information of Transneft, JSC if:

placement of issue-grade securities of Transneft, JSC is performed in trading conducted by a securities market operator;

the placed issue-grade securities of Transneft, JSC constitute an additional issue with regard to issue-grade securities of the issue, which have been admitted to trading on organizer of trading on securities market or with regard to which the application on admission to trading on organizer of trading on securities market has been submitted.

1.3. Information about placement of issuance securities of Transneft, JSC (which are in circulation), provided for by sub-clauses 12, 18, 18, 23, 37 and 41 of Clause 1.1. of this List refers to insider information of Transneft, JSC when the mentioned issuance securities are admitted to trading at the securities market operator, or application has been submitted with their regard concerning their admission to trading at the securities market operator.

1.4. Information about the person, which provided security for bonds of Transneft, JSC, as well as about conditions of such security, provided for by sub-clauses 7-11, 30, 33, 34, 36 and 44 of Clause 1.1. of this List refers to insider information of Transneft, JSC, if the mentioned bonds are admitted to trading at the securities market operator or an application has been submitted with their regard on admission to trading at the securities market operator.

Information about the person, which provided security for bonds of the issuer, provided for by sub-clauses 7-11, 30 and 34 of Clause 1.1. of this List refers to insider information of Transneft, JSC, if such person is the Russian Federation, which provided state guarantee of the Russian Federation, subject of the Russian Federation, which provided state guarantee of the subject of the Russian Federation and/or municipal formation, presenting municipal guarantee on bonds of Transneft, JSC.

1.5. The insider information doesn't include the information and/or data based on it, which are transferred by Transneft, JSC and/or a person (persons) involved by the latter to potential buyers, or are used by Transneft, JSC and/or a person (persons) involved by the latter for giving recommendations or encouraging potential buyers in any other ways to buy the relevant securities due to placement (organization of placement), and/or offer (organization of offer) of issue-grade securities of Transneft, JSC in the Russian Federation or abroad, including by way of placing securities of a foreign issuer that confirm rights with respect to issue-grade securities of Transneft, JSC, on condition of notifying potential buyers about the fact that such information (data) can be used by them solely for the purposes of passing resolution on purchase of the placed (proposed) securities.