OJSC Surgutneftegas / Notice of AGM

24.04.2012 08:02

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Information statement

'Information on the date as of which the list of holders of the Issuer's registered equity securities is compiled for the purpose of exercising (enforcing) the rights vested in such equity securities'.

Class, category (type) and other identifying attributes of the Issuer's registered equity securities in relation to which the list of their holders is compiled: ordinary and preferred registered non-documentary shares of OJSC 'Surgutneftegas'.

Rights vested in the Issuer's registered equity securities for the purpose of exercising (enforcing) which the list of their holders is compiled: participation in the annual general shareholders' meeting of OJSC 'Surgutneftegas' and enforcement of the rights vested in shares of OJSC 'Surgutneftegas'.

Date as of which the list of holders of the Issuer's registered equity securities is compiled: 14 May 2012

Date and number of the minutes for the meeting of the Issuer's Board of Directors which passed the resolution about the date of the list of holders of the Issuer's registered equity securities: 23 April 2012, Minutes No. 3. Information statement

'Information on convening a general shareholders' meeting of the Issuer'

Type of a general shareholders' meeting of the Issuer: annual.

Form of a general shareholders' meeting of the Issuer: a meeting (joint presence of shareholders to discuss issues on the agenda and adopt resolutions put to vote).

Date of a general shareholders' meeting of the Issuer: 29 June 2012.

Venue of a general shareholders' meeting of the Issuer: ul.Gubkina 13, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, Russian Federation, 628415.

Time of a general shareholders' meeting of the Issuer: the meeting starts at $10 \ \mathrm{a.m.}$

Mailing address to which completed ballot papers may and shall, if and when provided for by the federal law, be sent: CJSC 'Surgutinvestneft', ul.Entuziastov 52/1, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, 628415.

Time when the registration of persons who take part in the general shareholders' meeting of the Issuer starts: 8 a.m. on the day of the meeting.

Date when the list of persons entitled to participate in a general members' (shareholders') meeting of the Issuer is compiled: 14 May 2012

Agenda of the general shareholders' meeting of the Issuer:

- 1) Approval of the annual report of OJSC 'Surgutneftegas' for 2011.
- 2) Approval of the annual accounting statements of OJSC 'Surgutneftegas', including profit and loss accounts, for 2011.
- 3) Approval of distribution of profit (loss) of OJSC 'Surgutneftegas' for 2011, including payment (declaration) of dividends, approval of the size, form, period, and procedure for dividend payment on shares of each category.
- 4) Election of members to the Board of Directors of OJSC 'Surgutneftegas'.

- 5) Election of members to the Auditing Committee of OJSC 'Surgutneftegas'.
- 6) Approval of the Auditor of OJSC 'Surgutneftegas'.
- 7) Approval of interested party transactions which may be conducted by OJSC 'Surgutneftegas' in the course of general business activity (as stipulated by Paragraph 6, Article 83 of the Federal Law of the RF 'On Joint Stock Companies').
- 8) Amendments to the Regulations on the Auditing Committee of OJSC 'Surgutneftegas'.

Procedure for review of the information (materials) subject to presentation while preparing for the general shareholders' meeting of the Issuer, and address(es) where this information is available: Shareholders may review the information (materials) subject to presentation to shareholders while preparing for the annual general shareholders' meeting at: ul.Entuziastov 52/1, Room No. 152, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, 628415, starting from 08 June, 2012, every working day from 09:00 a.m. till 12:30 p.m. and from 14:00 p.m. till 17:00 p.m. Telephone in Surgut: (3462) 46 27 64.

Information statement

'On approval of the agenda for the general shareholders' meeting of the Issuer and on other resolutions related to preparing, convening, and holding the general shareholders' meeting and on introduction of the issue (to propose to the general shareholders' meeting of the Issuer to adopt a resolution on the issue) stated in Subparagraphs 2, 6 and 14-19 of Paragraph 1, Article 48 of the Federal Law 'On Joint Stock Companies'

Quorum for the meeting of the Issuer's Board of Directors (Supervisory Board) and results of the voting on the issues to adopt resolutions According to the Charter, the number of the members of the Board of Directors is 9 persons.

Seven members of the Board of Directors took part in the voting. This meeting is competent to pass resolutions. The resolution is passed by 7 votes.

Content of the resolutions passed by the Issuer's Board of Directors The Board of Directors resolved:

Regarding the first issue of the agenda:

As the number of candidates is insufficient for elections to the Board of Directors of OJSC 'Surgutneftegas', to include, as per Paragraph 7, Article 53 of the Federal Law 'On Joint Stock Companies', on the initiative of the Board of Directors of OJSC 'Surgutneftegas', in the list of candidates for voting on elections to the Board of Directors of OJSC 'Surgutneftegas' Vladimir Alexandrovich Shahkov in place of Nikolai Yakovlevich Medvedev who died tragically.

Regarding the second issue of the agenda:

To recommend the general shareholders' meeting of OJSC 'Surgutneftegas' the following amendments to the Regulations on the Auditing Committee of OJSC 'Surgutneftegas':

'To amend Paragraph 4.7 as follows:

'During the period when a member of the Auditing Committee performs his/her duties, he/she shall be paid remuneration in the amount of RUB 70,000 and compensated for any expenses related to the performance of his/her duties'.

Regarding the third issue of the agenda:

1. To convene and hold on 29 June 2012, at 10 a.m., an annual general shareholders' meeting of OJSC 'Surgutneftegas' for 2011 in the form of a meeting (joint presence of shareholders to discuss issues on the agenda and adopt resolutions put to vote).

Venue: ul.Gubkina 13, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, Russian Federation, 628415.

Mailing address to which shareholders may send completed ballot papers: CJSC 'Surgutinvestneft', ul.Entuziastov 52/1, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, 628415.

Time when the registration of persons who take part in the meeting starts: 08 a.m. on the day of the meeting.

2. To approve the following agenda for the annual general shareholders'

meeting of OJSC 'Surgutneftegas':

- 1) Approval of the annual report of OJSC 'Surgutneftegas' for 2011.
- 2) Approval of the annual accounting statements of OJSC 'Surgutneftegas', including profit and loss accounts, for 2011.
- 3) Approval of distribution of profit (loss) of OJSC 'Surgutneftegas' for 2011, including payment (declaration) of dividends, approval of the size, form, period, and procedure for dividend payment on shares of each category.
- 4) Election of members to the Board of Directors of OJSC 'Surgutneftegas'.
- 5) Election of members to the Auditing Committee of OJSC 'Surgutneftegas'.
- 6) Approval of the Auditor of OJSC 'Surgutneftegas'.
- 7) Approval of interested party transactions which may be conducted by OJSC 'Surgutneftegas' in the course of general business activity (as stipulated by Paragraph 6, Article 83 of the Federal Law of the RF 'On Joint Stock Companies').
- 8) Amendments to the Regulations on the Auditing Committee of OJSC 'Surgutneftegas'.
- 3. To set 14 May 2012 as the date of compiling of the list of persons entitled to participate in the annual general shareholders' meeting. To determine that holders of preferred shares of OJSC 'Surgutneftegas' do not have the right to vote on the issues of the agenda of the annual general shareholders' meeting.
- To establish that shareholders may review the information (materials) subject to presentation to shareholders while preparing for the annual general shareholders' meeting at: ul.Entuziastov 52/1, Room No. 152, Surgut, Khanty-Mansiysky Autonomous Okrug - Yugra, Tyumenskaya Oblast, 628415, starting from 08 June, 2012, every working day from 09:00 a.m. till 12:30 p.m. and from 14:00 p.m. till 17:00 p.m. Telephone in Surgut: (3462) 46 27 64.
- 5. To approve the text of the notice for shareholders about the annual general meeting and notify shareholders as provided for by the Company's Charter and the Federal Law 'On Joint Stock Companies' by publishing it in the Neft Priobya newspaper and also in the Trud newspaper.
- 6. To put Director General of OJSC 'Surgutneftegas' Vladimir L. Bogdanov in charge of organizational and technical support of the annual general shareholders' meeting.

Date of the meeting of the Issuer's Board of Directors which passed the above resolutions: 23 April 2012.

Date and number of the minutes of the meeting of the Issuer's Board of Directors which passed the above resolutions: 23 April 2012, Minutes No. 3.

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OJSC Surgutneftegas Company:

Grigoriya Kukuyevitskogo, 1, bld.1

628415 Surgut

Russia

Phone: Fax:

E-mail: Internet:

www.surgutneftegas.ru US868861204

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