

ASSEMBLEA DEGLI AZIONISTI DI SARAS S.P.A.

CANDIDATURA PER LA NOMINA DI UN COMPONENTE DEL CONSIGLIO DI  
AMMINISTRAZIONE DI SARAS S.P.A

Il sottoscritto/i azionista/i di SARAS S.p.A., titolare/i delle azioni ordinarie rappresentanti le percentuali di capitale sociale a fianco di ciascuno indicate e che nel loro complesso rappresentano la sotto indicata percentuale del capitale sociale:

Azionista	N. azioni	% del capitale sociale
Rosneft JV Projects S.A.	n. 114.120.000	12%
Totale	n. 114.120.000	12%

In relazione al punto 3) (tre) all'ordine del giorno dell'Assemblea ordinaria convocata in Milano, via Mercanti 2, presso Palazzo Giureconsulti, alle ore 10.30, il 22 aprile 2016, in prima convocazione, e occorrendo, il 23 aprile 2016, in seconda convocazione, con la presente

deposmano

il nominativo del seguente candidato alla carica di amministratore di Saras S.p.A.:

N.	Cognome	Nome	Data e luogo di nascita
1.	Shishkin	Andrey Nikolayevich	nato in Russia il 13 marzo 1959, Krasnoyarsk

La candidatura, in osservanza a quanto richiesto dall'art. 18 dello Statuto sociale e dalla normativa vigente in materia, è corredata da <sup>(1)</sup>:

- Indicazione dell'identità dei soci che hanno presentato la candidatura e della percentuale di partecipazione complessivamente detenuta, nonché documentazione comprovante la titolarità della quota di partecipazione, pari almeno all' 1% del capitale sociale. Tale documentazione potrà essere prodotta entro il termine previsto per la presentazione delle candidature.
- Esauriente informativa sulle caratteristiche personali e professionali del candidato (*curriculum vitae*), con indicazione degli incarichi di amministrazione e controllo ricoperti in altre società, debitamente sottoscritta.
- Dichiarazione del candidato di accettazione della candidatura e attestante, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e incompatibilità, nonché l'esistenza dei requisiti prescritti dalla normativa vigente e dallo Statuto per ricoprire la carica di Amministratore della Società.
- Copia di documento d'identità valido.
- Dichiarazione attestante l'assenza di rapporti di collegamento con gli azionisti che detengono una partecipazione di controllo o di maggioranza relativa.


\* \* \* \* \*

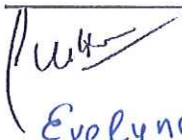
<sup>1</sup> Barrare caselle che interessano.

Ove SARAS S.p.A. avesse necessità di contattare i presentatori della lista si prega di contattare Svetlana Gritskevich, tel. +7 985 76 36 36/ +7 499 517 88 99 (2901), fax+ 7 (499) 517 72-35, email s\_gritskevich@rosneft.ru, Il Sofiyskaya Embankment 26/1

Luxembourg, 11/04/2016

Firma degli azionisti

  
Manette Olsen

  
Evelyne Guillame



**BNP PARIBAS**  
SECURITIES SERVICES

Succursale di Milano

**Certificazione ex art. 25 del Provvedimento Post Trading**

**Intermediario che rilascia la certificazione**

ABI 03479 CAB 1600  
denominazione BNP Paribas Securities Services

**Intermediario partecipante se diverso dal precedente**

ABI (n.ro conto MT)  
denominazione

data della richiesta	data rilascio certificazione	n.ro progressivo annuo
11/04/2016	11/04/2016	000000846/16

**Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

**Titolare degli strumenti finanziari:**

cognome o denominazione ROSNEFT JV PROJECTS SA  
nome  
codice fiscale  
comune di nascita provincia di nascita  
data di nascita nazionalità  
indirizzo 16 ALLEE MARCONI  
città LUXEMBOURG stato LUXEMBOURG

**Strumenti finanziari oggetto di certificazione:**

ISIN IT0000433307  
denominazione SARAS AOR

**Quantità degli strumenti finanziari oggetto di certificazione:**

n. 114.120.000

**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

Natura vincolo  
Beneficiario vincolo

data di riferimento certificazione	termine di efficacia
11/04/2016	11/04/2016

**Diritto esercitabile**

Certificazione per il deposito di candidatura per la nomina di un amministratore

**Note**

**Firma Intermediario**

  
BNP Paribas Securities Services  
Succursale di Milano  
Via Ansperto, 5 - 20121 MILANO

The underwritten **Mr. ANDREY NIKOLAYEVICH SHISHKIN**, on Krasnoyarsk at 13.03.1959, tax code: SHSNRY59C13Z154U, Russia, residing at Russia, Moscow, Yablochkova street, 29-17

#### Whereas

- In connection with the appointment of one director of Saras S.p.A. which is on the agenda of the Ordinary Shareholders' Meeting called for April 22, 2016 and if necessary, on April 23, 2016, on second call, he was designated as candidate by the shareholder *Rosneft JV Projects S.A.*;
- He is aware of the requirements of the applicable law for the office as director of SARAS S.p.A., company listed on the Mercato Telematico Azionario operated Borsa Italiana S.p.A.

Hereby, under its exclusive responsibility, pursuant to and to the effect of article 76 of the D.P.R. no. 445 of December 28, 2000 for the cases of false acts and statements

#### DECLARES THAT

- He accepts the designation and the appointment, if any, to the office as Director of Saras S.p.A.;
- Do not exist, in so far as he is concerned, ineligibility and incompatibility issues, and that he meets the requirements of the existing laws for the assumption of such office, and among these, in particular, he meets the integrity requirements referred to jointly in articles 147 *quinquies* of the D.lgs. of February 24, 1998, no. 58 and art. 2 of the Ministerial Decree of March 30, 2000, no. 162;
- He is able to devote to his duties as director of Saras S.p.A. the time necessary for an effective and diligent performance of the same;
- He will communicate promptly to Saras S.p.A. and, for it, to its Board of Directors, any changes to this present statement and to produce, at the request of Saras S.p.A., if any, the appropriate documentation to confirm the accuracy of the data reported herein;
- He is informed, pursuant to and to the effect of art. 13 of the D.lgs. of June 30, 2003, no. 196, that the personal data collected herein will be processed by the Company, including via computer, only within the procedure aimed at the designation and appointment, if any, as director.

The applicable provisions of law are attached herein as part of this statement.

(Moscow, 11/04/2016)

Yours faithfully

Andrey Nikolayevich Shishkin



Relevant provisions of law

**Causes of ineligibility and decadence**

**Art. 2382 c.c.**

The debarred, the disqualified, the bankrupt, or those who have been convicted to a punishment which entails the disqualification, even temporary, from holding public offices or the inability to hold executive offices cannot be appointed directors of a company, and if appointed, automatically lose their office.

**Integrity requirements**

**Art. 147-quinquies D. Lgs. of February 24, 1998, no. 58**

1. Those who hold management and directorship positions must meet the integrity requirements established for the members of the auditing bodies pursuant to the Decree issued by the Minister of Justice pursuant to Article 148, paragraph 4.
2. Failure to meet such requirements shall result in the decadence from office.

**Art. 2, par. 1, of D.M. March 30, 2000 no. 162**

The office as director of a company cannot be held by those who:

- a) have been subjected to precautionary measures imposed by the court pursuant to the law of December 27, 1956 no. 1423 or the law of May 31, 1965, no. 575, and subsequent amendments, save for the effects of the rehabilitation;
- b) have been convicted, with a final and irrevocable award, save for the effects of the rehabilitation, to:
  1. imprisonment for an offense under the rules governing the banking, financial, securities, insurance activities and the rules governing markets and financial instruments, taxation and payment instruments;
  2. imprisonment for one of the crimes provided for in Title XI of Book V of the Civil Code and Royal Decree of March 16, 1942 no. 267;
  3. imprisonment for a period not lower than six months for a crime against the public administration, public faith, public property, public order and the public economy;
  4. imprisonment for a term not lower than one year for any offense different from offences due to negligence.

The office as director cannot be held by those to whom the sanctions listed above in point b) of paragraph 1 have been applied upon request of the parties, save that the offence is declared extinguished.

# Andrey Shishkin

Vice-President for Energy and Localization of Rosneft



Born In 1959.

Graduated from Gubkin Moscow Institute of Petrochemical and Gas Industry in 1985, from State Academy under the Government of Russian Federation, in 1996, and from Moscow International Business Higher School MIRBIS in 2002.

Has won state and Institutional Awards:

- Order For Merit to the Fatherland class IV,
- Order of Honor,
- Russian Federation governmental gratitude, and several titles of honor.

In 1992-2005, held executive positions in various credit and finance organizations.

In 2005-2010 – General Director of JSC Ural Energy Management Company, JSC TKG-10, Tyumen Energy Sale Company JSC, In 2008-2009 – First Vice President of Integrated Energy Systems JSC (IES Holding).

In 2010-2012 – Deputy Minister of Energy of the Russian Federation.

July 2012-appointed Vice President at Rosneft, March 2013 - appointed Vice President for Energy, Health, Safety and Environment at Rosneft, August 2014 – appointed Vice President for Energy and Localization at Rosneft.

From April 2015 – member of Rosneft Management Board.

Andrey Shishkin holds a seat in the boards of several organizations: is Chairman of the Board of Directors at JSC FESRC, RIG Research Pte. Ltd., as well as a member of the Board of Directors at JSC Tyumen Energy selling company, PJSC ROSSETI, JSC United Shipbuilding Corporation, LLC National Petroleum Consortium, LLC RN-RDC, a member of the Supervisory Board at Association NP Market Council and General Director at LLC RN-Assets

Andrey Shishkin holds 377,114 shares in Rosneft (0.0036% of the share capital).

  
A. H. ШИШКИН  
A. Shishkin