

***Certificate and Agreement of Person Receiving Deposited Property Upon Withdrawal In Relation To The Regulation S GDRs Pursuant To Condition 1 and Clause 3.10 of the Deposit Agreement***

[DATE: \_\_\_\_\_ ]

J.P. Morgan AG  
500 Stanton Christiana Road 3/OPS4  
Newark, DE 19713  
Fax 302-552-0330

Dear Sirs

**OJSC "NEFTYANAYA COMPANIYA "ROSNEFT"**

Reference is hereby made to the Deposit Agreement 14 June 2006 (the "**Deposit Agreement**"), between OJSC "Neftyanaya Companiya "Rosneft" (the "**Company**") and J.P. Morgan AG, as Depositary with respect to Regulation S Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. We are surrendering a Regulation S GDR or Regulation S GDRs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property represented by such Regulation S GDRs (the "**Shares**") pursuant to Condition 1 and Clause 3.10 of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed that it acknowledges) that the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Act**").
3. We certify (or if we are acting for the account of another person, such person has confirmed that it certifies) that we are, or upon acquisition thereof will be, the beneficial owner of the Regulation S GDRs or Shares.
4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership).

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By:

Title: