

Registered on 20 December 2007

State registration number

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Federal Financial Markets Service of Russia

(registration authority)

Deputy Head E.I. Kuritsina

(Signature of the authorized official)

(Seal of the registering authority)

RESOLUTION ON ADDITIONAL ISSUE OF SECURITIES

Open Joint-Stock Company “Transneft Oil Transportation Joint-Stock Company” (OJSC “AK Transneft”)

(name of the issuer)

882,220 (eight hundred eighty-two thousand two hundred twenty) ordinary registered uncertificated shares with a par value of 1 (one) ruble each, to be placed through a private placement

(specify the type of securities being offered, category (type)—for shares; identifying characteristics of the issue, series, and maturity date—for bonds; identifying characteristics of the issue and series—for issuer options; form; par value (if any); number of securities; and method of offering the securities)

Approved by the resolution of the **Board of Directors of OJSC “AK Transneft”**,
adopted on **8 November 2007**, Minutes No. **10**

pursuant to ***the resolution on increasing the authorized capital of OJSC “AK Transneft” through the placement of additional registered uncertificated ordinary shares by private placement, adopted by the extraordinary general meeting of shareholders of OJSC “AK Transneft”***

(specify the relevant resolution on the placement of securities and the issuer’s governing body that adopted it)

24 October 2007, Order No. **3329-r** of the Federal Agency for State Property Management

Location of the issuer and contact telephone numbers including area code: **57 Bolshaya Polyanka St., Moscow, 119180, Tel. (495) 950-85-00**

President ***OJSC “AK Transneft”***

(specify the title of the issuer’s executive)

Nikolay Tokarev

(Full name)

(stamp)

Date 19 December 2007

Federal Financial Markets Service of Russia
Office of Administrative Affairs and Archives

APPENDIX

№ 07-81550

As of 19.12.2007

1. Class and Category (type) of Securities:
Registered shares.

2. Form of Securities:
Registered, uncertificated

3. Indication of Mandatory Centralized Custody:

Mandatory centralized custody is not applicable

4. Par Value of Each Security in the Issue (Additional Issue):

1 (one) RUB

5. Number of Securities in the Issue (Additional Issue) (shares):

882,220 (eight hundred eighty-two thousand two hundred twenty) shares

6. Total Number of Securities of This Issue Previously Placed (shares):

The total number of issued ordinary registered uncertificated shares with a par value of 1 (one) ruble is:

4,664,627 (four million six hundred sixty-four thousand six hundred twenty-seven) shares.

7. Rights of Each Security Holder of the Issue (Additional Issue):

7.1. Rights of shareholders holding common stock in accordance with the following provisions of the Articles of Incorporation.

Each share of the Company's common stock has the same par value and confers the same rights on the shareholder who owns it (Section 11.1 of the Articles of Incorporation).

Shareholders who own the Company's common shares have the following rights (Article 11.2 of the Articles of Association):

- to participate in the Company's General Meeting of Shareholders with the right to vote on all matters within its jurisdiction, either in person or through a representative;**
- to elect and be elected to the Company's management and supervisory bodies in accordance with the procedure established by the legislation of the Russian Federation and the Articles of Association;**
- to dispose of their shares without the consent of other shareholders;**
- receive a share of net profit (dividends) to be distributed among shareholders in accordance with the procedures provided for by the laws of the Russian Federation and the Articles of Association;**
- have access to the Company's documents in accordance with the procedures provided for by the laws of the Russian Federation and the Articles of Association, and receive copies thereof for a fee;**
- to demand that the Company repurchase all or part of the shares they own in the cases provided for by the laws of the Russian Federation;**

- have a preemptive right to purchase, in the event the Company issues additional shares and securities convertible into shares through a public offering, in an amount proportional to the number of shares of that class (type) they hold;
- to receive a share of the Company's assets (liquidation value) in accordance with the procedure established by the laws of the Russian Federation and the Articles of Association;
- to exercise other rights provided for by the laws of the Russian Federation, the Articles of Association, and resolutions of the General Meeting of Shareholders adopted within its authority.

The Company is obligated to pay dividends declared on shares of each class (type) (Article 18.1 of the Articles of Association).

Shareholders (a shareholder) of the Company who collectively hold at least 2 percent of the Company's voting shares have the right to propose items for the agenda of the annual General Meeting of Shareholders and to nominate candidates for the Board of Directors, the Management Board, and the Audit Commission of the Company—the number of whom may not exceed the total membership of the respective body—as well as a candidate for the position of President. Such proposals must be submitted to the Company no later than 60 days after the end of the fiscal year.

If the proposed agenda for an extraordinary General Meeting of Shareholders includes an item regarding the election of members of the Company's Board of Directors who are to be elected by cumulative voting, shareholders (or a shareholder) who collectively hold at least 2 percent of the Company's voting shares are entitled to nominate candidates for the Company's Board of Directors, the number of whom may not exceed the total number of members of the Company's Board of Directors. Such nominations must be received by the Company no later than 30 days prior to the date of the extraordinary General Meeting of Shareholders (Article 26.3 of the Articles of Association).

An extraordinary General Meeting of Shareholders is convened by the Company's Board of Directors at the request of shareholders (a shareholder) holding at least 10 percent of the Company's voting shares (Article 27.1 of the Articles of Association).

An extraordinary General Meeting of Shareholders convened at the request of shareholders (a shareholder) holding at least 10 percent of the Company's voting shares must be held within 40 days of the submission of the request to hold the extraordinary General Meeting of Shareholders (Article 27.2 of the Articles of Association).

8. Terms and Procedure for Placement of Securities in the Issue (Additional Issue)

8.1. Method of Placement of Securities:

Through a private placement to the shareholder—the Russian Federation, represented by the Federal Agency for the Management of Federal Property (OGRN No. 1047796345794).

8.2. Period for Placement of Securities

Placement start date: the day following receipt of notification of the state registration of the additional issue of securities.

Closing date of the offering: the date on which OJSC “AK Transneft” acquires ownership of 100% of the shares of OJSC “AK Transnefteprodukt,” but no later than one year from the date of state registration of the additional issue of securities.

8.3. Procedure for Placement of Securities

The placement of additional ordinary registered shares of OJSC “AK Transneft” is carried out on the basis of Decree No. 473 of the President of the Russian Federation dated 13 April 2007, Order No. 585-r of the Government of the Russian Federation dated 10 May 2007, and Order No. 3246-r of the Federal Property Management Agency dated 10 October 2007.

In accordance with the above documents, 100% of the ordinary shares of OJSC “AK Transnefteprodukt” owned by the Russian Federation will be contributed as the Russian Federation’s contribution to the charter capital of OJSC “AK Transneft” as payment by the state for the additional ordinary shares of OJSC “AK Transneft” issued in connection with the increase in its charter capital.

For registered securities, the register of holders of which is maintained by a registrar, the entity to which the issuer issues (sends) a transfer order serving as the basis for making an incoming entry in the personal account or securities account of the first holder (registrar, depository, first holder), as well as other terms and conditions for issuing the transfer order, shall be specified.

The safekeeping of securities and accounting for rights to securities are carried out through the personal accounts of registered persons within the shareholder register maintenance system. The maintenance and safekeeping of the register of holders of registered securities of OJSC “AK Transneft” is performed by Open Joint-Stock Company “Registrar R.O.S.T.” (OJSC “Registrar R.O.S.T.”). Location: 18 Stromynka Street, Building 13, Moscow, 107996. License No.: 10-000-1-00264. Date of issue: 3 December 2002. The license has no expiration date.

The rights to ordinary registered uncertificated shares of OJSC “AK Transneft” shall transfer to the Russian Federation represented by the Federal Agency for State Property Management from the moment an incoming entry is made in the personal account of the acquirer within the shareholder register maintenance system.

The registrar shall re-register ownership rights to the securities within three days after all required documents have been submitted.

8.4. Price(s) or Procedure for Determining the Placement Price of Securities

The issue price of one common registered uncertified share of the additional issue of OJSC “AK Transneft” is 59,570.17 (fifty-nine thousand five hundred seventy) rubles and 17 kopecks per share.

8.5. Procedure for Exercising the Pre-Emptive Right to Acquire the Securities Being Placed

There is no provision for a preemptive right to purchase the ordinary registered uncertified shares being offered.

8.6. Terms and Procedure for Payment for Securities:

The additional issue shares being placed shall be paid for with shares of OJSC AK Transnefteprodukt owned by the Russian Federation, representing 100% of the payment, based on their market value determined by an independent appraiser, Closed Joint-Stock Company “Kim and Partners,” in the amount of RUB 52,553,995,377.40 (fifty-two billion five hundred fifty-three million nine hundred ninety-five thousand three hundred seventy-seven rubles and forty kopecks).

Information on the appraiser:

Full name: Closed Joint-Stock Company “Center for Economic and Management Consulting ‘Kim and Partners’.”

Abbreviated name: CJSC “Kim and Partners.”

Location: 7 2nd Khoroshevsky Drive, Moscow, 123007.

License No.: 000022.

Date of issue: 6 August 2001.

Validity period: until 6 August 2007.

Pursuant to Article 2 of Federal Law No. 129-FZ dated 13 July 2007 “On Amendments to Certain Legislative Acts of the Russian Federation Regarding Valuation Activities,” entities holding licenses to conduct valuation activities as of 30 June 2006 are entitled to conduct valuation activities until 1 January 2008.

A transfer order shall be executed upon payment for the securities.

8.7. Information on the document containing the actual results of the securities placement, which is submitted after the completion of the securities placement:

The minimum number of ordinary registered uncertificated shares that must be placed for the issue (additional issue) to be deemed valid has not been established.

9. Procedure and Terms for the Redemption and Payment of Income on Bonds

No information is provided, as this resolution does not relate to the issuance of bonds.

10. Information on the Acquisition of Bonds

No information is provided, as this resolution does not relate to the issuance of bonds.

11. Procedure for the Issuer's Disclosure of Information Regarding the Issue (Additional Issue) of Securities

Pursuant to Clause 2.1 of the “Regulation on Disclosure of Information by Issuers of Issued Securities” approved by Order No. 06-117/pz-n of the Federal Service for Financial Markets of Russia dated 10 October 2006, OJSC “AK Transneft” is not required to disclose information at each stage of the securities issuance procedure, since the state registration of the issue (additional issue) is not accompanied by the registration of a securities prospectus.

Pursuant to Clauses 5.1 and 6.1 of the “Regulation on Disclosure of Information by Issuers of Issued Securities” approved by Order No. 06-117/pz-n of the Federal Service for Financial Markets of Russia dated 10 October 2006, OJSC “AK Transneft” is required to disclose information in the form of quarterly reports and notices of material facts (events, actions) affecting its financial and business activities.

The Internet page used by the issuer for information disclosure:
[www.transneft.ru](<http://www.transneft.ru>).

Pursuant to Clause 6 of Article 17 of Federal Law No. 39-FZ dated 22 April 1996 “On the Securities Market,” OJSC “Registrar R.O.S.T.,” which maintains the register of holders of registered securities of OJSC “AK Transneft”, shall, upon request of an interested party,

provide such party with a copy of this resolution on the Issue (Additional Issue) of Issued Securities for a fee not exceeding the costs of producing such copy.

12. Information on the Performance of Obligations Under the Bond Issue (Additional Bond Issue)

No information is available, as this resolution does not pertain to the bond issue.

13. The issuer's obligation to ensure the rights of securities holders, provided that such holders comply with the procedure for exercising these rights established by the legislation of the Russian Federation.

The issuer undertakes to safeguard the rights of holders of ordinary registered uncertificated shares, provided that such holders comply with the procedures for exercising those rights as established by the laws of the Russian Federation.

14. Obligations of Entities Providing Security for the Bonds Being Issued

No information is available, as this resolution does not pertain to the bond issue.

15. Other Information Provided for by the Standards

No other information is provided.

