

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This document gives notice of the 4th Annual General Meeting of Ruspetro plc and sets out the resolutions to be voted on at that meeting. If you are in any doubt about the proposals set out in the document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Ruspetro plc, please immediately pass this document, together with the accompanying Form of Proxy, either to the purchaser or transferee or to the person who arranged the sale or transfer so that they can forward the documents on to the person who now holds the shares.

Ruspetro plc

Registered in England and Wales
Company number 07817695

Notice of 4th Annual General Meeting

**To be held at White & Case LLP 5 Old Broad Street, London EC2N 1DW
On Tuesday 9 June 2015 at 11.00 a.m.**



Ruspetro plc
4th Floor
58 Grosvenor Street
London W1K 3JB

Registered in England and Wales
Company number 07817695

7 May 2015

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you, on behalf of the Board of Directors, with details of the 4th Annual General Meeting ('AGM') of Ruspetro plc (the 'Company') which will be held at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW on Tuesday 9 June 2015 at 11.00 a.m. The doors will open at 10.30 a.m. and tea and coffee will be served before the meeting.

The formal notice of the AGM is set out on pages 3 to 4 of this document (the 'Notice').

Voting at the AGM

In order for the voting preferences of all shareholders to be taken into account, and not only those who are able to physically attend, the Company will conduct a poll vote on all resolutions put to the AGM. If you would like to vote on the resolutions being proposed at the AGM but cannot attend in person, please complete and return the Form of Proxy sent with this Notice to our registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible. Alternatively, you can vote online by visiting Capita's website at www.capitashareportal.com. The return of the Form of Proxy by post or registering your vote online will not prevent you from attending the AGM and voting in person should you wish to do so.

To be valid, the Form of Proxy or online voting instruction must be received by the Company's registrars no later than 11:00 a.m. on Friday 5 June 2015 (being 48 hours prior to the AGM excluding non-working days). CREST members may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in Note 5 on page 9.

The results of the poll will be released to the market and published on the Company's website as soon as practicable after the conclusion of the AGM.

Resolutions

Explanatory notes on the resolutions to be proposed at the AGM are given on pages 5 to 8 of this document.

Resolutions 1 to 13 are being proposed as ordinary resolutions and for each of these resolutions to be passed, more than 50% of the votes cast must be in favour of the resolutions. Resolutions 14 to 16 are being proposed as special resolutions. In order for special resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Recommendation

The Directors consider that all the resolutions being proposed at this year's AGM are in the best interests of the Company and its members as a whole and will promote the success of the Company. The Directors therefore unanimously recommend that you vote in favour of all the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Alexander Chistyakov
Executive Chairman, Ruspetro plc

Ruspetro plc

Notice of Annual General Meeting

Notice is hereby given that the 4th Annual General Meeting ('AGM') of Ruspetro plc (the 'Company') will be held at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW on 9 June 2015 at 11.00 a.m. to consider and, if thought fit, to pass resolutions 1 to 13 as ordinary resolutions and resolutions 14 to 16 as special resolutions.

Ordinary Business

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2014.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2014 as set out on pages 46 to 53 of the Annual Report and Accounts.
3. To elect Sergey Gordeev as a Director of the Company.
4. To re-elect Kirill Androsov as a Director of the Company.
5. To re-elect Alexander Chistyakov as a Director of the Company.
6. To re-elect John Conlin as a Director of the Company.
7. To re-elect Maurice Dijols as a Director of the Company.
8. To re-elect Robert Jenkins as a Director of the Company.
9. To re-elect Frank Monstrey as a Director of the Company.
10. To re-elect Mark Pearson as a Director of the Company.
11. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Directors to determine the remuneration of the auditor.

Special Business

13. THAT:

(a) The authority conferred on the Directors by Article 12 of the Company's Articles of Association be renewed and for this purpose:

(i) the section 551 Amount shall be £29,003,733; and

(ii) the Prescribed Period be the period ending at the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier; and

(b) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £29,003,733 in connection with an offer by way of a rights issue, such authority to apply until the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier, but so that the Company may make offers or enter into agreements which would, or might, require shares to be allotted, or rights to subscribe for, or convert other securities into, shares to be granted after the authority ends.

The authorities in this Resolution apply in substitution for all previous authorities pursuant to section 551 of the Act.

For the purposes of the authority in paragraph (b) above, "rights issue" means an offer to: (i) holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings; and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusion, restriction or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, records dates or legal, regulatory or practical problems in, or under the laws of, any territory.

14. THAT, subject to the passing of resolution 13 above,

(a) the power conferred on the Directors by Article 13 of the Company's Articles of Association be renewed for the Prescribed Period specified in Resolution 13(a)(ii) and for such period the section 561 Amount shall be £4,350,560. Such authority shall be in substitution for all previous powers pursuant to section 561 of the Act; and

(b) the Directors are empowered to allot equity securities (as defined in section 560(1) of the Act) wholly for cash pursuant to the authority given by paragraph (b) in Resolution 13 above in connection with a rights issue as if section 561(1) of the Act did not apply to such allotment, such power to expire at the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the early, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this Resolution, "rights issue" has the same meaning as that set out in Resolution 13 above.

15. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of ordinary shares of £0.10 each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, and where such ordinary shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 87,011,200;
- (b) the minimum price which may be paid for each ordinary share is £0.10; and
- (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share does not exceed the higher of (i) 105 per cent of the average of the middle market price of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) the price stipulated by article 5(1) of the Buy-back and Stabilisation Regulations (No 2273/2003).

This authority shall expire at the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier, except in relation to any purchase of ordinary shares for which the contract was concluded before such date and which would or might be executed wholly or partly after such date.

16. THAT a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

By Order of the Board

Prism Cosec Limited
Company Secretary

Ruspetro plc
4th Floor, 58 Grosvenor Street, London W1K 3JB
7 May 2015

Explanatory Notes on Resolutions Ordinary Business

1. Annual Report and Accounts

The Directors are required to present their Report and that of the Auditor, together with the audited financial statements for the year ended 31 December 2014 (the 'Annual Report and Accounts') to shareholders at the AGM. This gives shareholders the opportunity to ask questions on the content of the Annual Report and Accounts before voting. The Company's Annual Report and Accounts can be found on the Company's website at www.ruspetro.com.

2. Directors' Remuneration Report

This resolution seeks shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration which can be found on pages 46 to 53 of the Annual Report and Accounts. The Annual Report on Remuneration gives details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 31 December 2014. This vote is advisory and the Directors' entitlement to remuneration is not conditional on it being passed.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited.

Election of Directors

The Company's Articles of Association require all Directors holding office as at the date of the Notice convening the AGM to retire and to offer themselves for election or re-election by shareholders.

Having considered the complementary skills and experience offered by each of the Directors, the Board considers that each Director standing for election or re-election continues to contribute effectively and to demonstrate commitment to his role (including commitment of time for Board and Committee meetings and other duties). The Board as a whole also considers that each of the Non-executive Directors, with the exception of Kirill Androsov and Sergey Gordeev, is independent in character and judgement and that there are no relationships or circumstances likely to affect that independence.

Kirill Androsov and Sergey Gordeev have been appointed as Directors pursuant to the terms of Relationship Agreements between the Company and Limolines Transport Limited and Mastin Holdings Limited respectively and are therefore not considered to be independent.

On 16 May 2014, the Financial Conduct Authority ('FCA') brought new rules into force which provide protection for the independent shareholders of a premium listed company in which there is a "controlling shareholder" (defined by the FCA as "any person who exercises or controls, on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the company"). Under these rules, the election or re-election of an independent director must be approved both by an ordinary resolution of all shareholders and, separately, approved by the independent shareholders alone. If the ordinary resolution to approve the election or re-election of an existing independent director is passed, but separate approval by the independent shareholders is not given, the Listing Rules permit the independent director to remain in office pending a further ordinary resolution of all the shareholders to approve the election or re-election of that director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote.

The Company intends to seek the separate approval of its independent shareholders for resolutions 7 to 10 proposing the re-election of its four independent Non-executive Directors. The Company will determine whether such approval has been given by discounting from the result of the vote on each resolution the votes of those shareholders who are identified as "controlling shareholders" of the Company as at 18:00 on 7 June 2015. As at 29 April 2015, Limolines Transport Limited, Makayla Investments Limited, Nervent Limited, Bristol Technologies Limited and Rooney Invest & Finance S.A together held 50% of the Company's issued share capital.

When the results of the AGM are announced, in respect of resolutions 7 to 10, the Company will announce both the result of the vote of all the shareholders of the Company and the vote of the independent shareholders.

3. Sergey Gordeev, Non-executive Director

Sergey Gordeev was appointed as a Non-executive Director on 3 February 2015. Mr Gordeev was founder of Horus Capital, which remodelled industrial buildings for commercial real estate, and from 2005-2010, was a member of the Federation Council in the Federal Assembly of the Russian Federation. Mr Gordeev is the founder and President of the Cultural Heritage Support and Preservation Foundation "Russian Avant-Garde" which carries out conservation of cultural heritage objects. Mr Gordeev is President and CEO of PIK Group OJSC, a leading Russian real-estate developer, where he is also a major shareholder.

4. Kirill Androsov, Non-executive Director

Kirill Androsov was appointed as a Non-executive Director in August 2013. He is a member of the Remuneration Committee. Mr Androsov is a managing partner and board member of Altera IF, a board member of Channel One, MC Rusnano and Russian Machines and chairman of both Aeroflot Russian Airlines and Russian Railways. Mr Androsov previously served as Deputy Chief of Staff to the Prime Minister of Russia as well as Head of the State Tariffs Regulation and Infrastructural Reform Department in the Economic Development and Trade Ministry in Russia. Prior to joining the Government, Mr Androsov gained industry experience at Lenenergo, St. Petersburg's Property Management Committee and Hansa Investments. Mr Androsov has an MBA from the Chicago Booth Business School, a Master's degree from the St. Petersburg Marine Technical University and a PhD in Economics from the St. Petersburg University of Economics and Finance.

5. Alexander Chistyakov, Executive Chairman

Alexander Chistyakov was appointed as a Non-executive Director in December 2011 and as Executive Chairman in July 2013. He is also Chairman of the Nomination Committee. Mr Chistyakov is President of Hermitage Construction and Management LLC, a Russian construction and development company. Prior to joining Ruspetro Mr Chistyakov was a member of the executive board of RAO Unified Energy Systems of Russia and then the Chief Operating Officer of the Federal Grid Company. Previously he was head of the economic analysis department and deputy director of the financial department at Russia's Federal Agency on Industry, deputy director of investment management at Menatep Bank and deputy general director of Alliance-Menatep. Mr Chistyakov has a Master's degree in Marketing and Finance and a PhD in Economics from the Leningrad Finance and Economics Institute named after N.A. Voznesensky.

6. John Conlin, Chief Executive Officer

John Conlin was appointed as an independent Non-executive Director in August 2013 and as Chief Executive Officer in December 2013. Prior to joining Ruspetro, Mr Conlin spent 28 years with Shell International in various senior management and operational positions including secondments with Maersk Oil and Gas, Woodside Petroleum, Sakhalin Energy and ExxonMobil. Since leaving Shell in 2004, Mr Conlin has been the non-executive chairman of Aurelian Oil and Gas, Nautical Petroleum, and Fueture, as well as a non-executive director of Hardman Resources and Delphian Technology. Mr Conlin has a BSc in Chemical Engineering and Mathematics from the University of Edinburgh.

7. Maurice Dijols, Independent Non-executive Director

Maurice Dijols was appointed as an independent Non-executive Director in November 2013. He is Chairman of the Remuneration Committee and a member of the Audit Committee. Mr Dijols is an engineer with over 37 years' experience in the oil and gas industry, 34 of which were spent with Schlumberger, the oilfield services group. Mr Dijols held a variety of executive positions during his career with Schlumberger, and from 2003-2011, was President of Schlumberger in Russia. Mr Dijols has Engineering Diplomas from Ecole Supérieure d'Electricité de Paris and Ecole d'Ingenieur de Marseille. Mr Dijols is a non-executive director of IGSS and Eurasia Drilling Company.

8. Robert Jenkins, Senior Independent Director

Robert Jenkins was appointed as an independent Non-executive Director in December 2011 and as Senior Independent Director in January 2014. Mr Jenkins is Chairman of the Audit Committee and a member of the Nomination Committee. Mr Jenkins is a chartered accountant with over twenty years' Russia related investment experience, including in the oil and gas sector. He is a fluent Russian speaker. Mr Jenkins was finance director of Eurasia Mining, a Russia focused mining exploration company admitted to the AIM market of the London Stock Exchange and chief financial officer of Urals Energy, a Russia based oil exploration and production company, prior to its admission to AIM. Mr Jenkins has an MA in Modern History and Modern Languages from Oxford University. Mr Jenkins is a partner in Northstar Corporate Finance, a Russia focused investment banking business and was appointed as a non-executive director of Petropavlovsk PLC on 29 April 2015.

9. Frank Monstrey, Independent Non-executive Director

Frank Monstrey was appointed as an independent Non-executive Director in August 2013. Mr Monstrey is a member of the Nomination and Remuneration Committees. Mr Monstrey has been the CEO of Probel Capital Management, a private equity and asset management firm based in Belgium since 1991 and is executive chairman of Nostrum Oil & Gas plc, a UK premium listed oil and gas business in north-west Kazakhstan. As a regular visitor to Kazakhstan and Moscow for many years, Mr Monstrey understands the region and the challenges of doing business in the CIS. Mr Monstrey graduated from the University of Louvain with a degree in Business Economics.

10. Mark Pearson, Independent Non-executive Director

Mark Pearson was appointed as an independent Non-executive Director in April 2014 and is a member of the Audit and Remuneration Committees. Dr Pearson has over 30 years of oil industry experience during which time he has been President and CEO of CARBO Ceramics Inc., President and CEO of Golden Energy LLC., and led the production enhancement technology team at Atlantic Richfield Company. Dr Pearson is a founding shareholder and President of Liberty Resources II LLC, a US based E&P company with 53,000 net acres in North Dakota's Williston Basin producing over 4,000 boepd from the Bakken and Three Forks formations. Dr Pearson has a PhD in Mining from the Camborne School of Mines in the UK and graduated from the Advanced Management Program at Harvard Business School in 2000.

11. Re-appointment of the Auditor

UK company law requires shareholders to re-appoint the external auditor at each general meeting at which accounts are laid before the Company, such appointment to be effective until the end of the next such meeting. Following a review of the services undertaken by PricewaterhouseCoopers LLP ('PwC') and, on the recommendation of the Audit Committee, the Board is proposing the re-appointment of PwC. PwC has indicated its willingness to continue in office for a further year.

12. Auditor's remuneration

If so authorised by shareholders, the Directors may set the remuneration payable to the external auditor and this resolution proposes the renewal of the current authority to do so. Details of the remuneration paid to PwC during 2014 are set out in the Annual Report and Accounts.

Special Business

13. Directors' authority to allot securities

Resolution 13, which is an ordinary resolution, would renew the authority currently held by the Directors to allot ordinary shares in the Company up to an amount approximately equal to two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 29 April 2015. The Company does not hold any shares in treasury.

The authority in paragraph (a) of resolution 13 would allow the Directors a general authority to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum aggregate nominal amount equal to £29,003,733 (being 290,037,330 ordinary shares of 10 pence each). This amount represents approximately one-third of the Company's total issued ordinary share capital as at 29 April 2015, being the latest practicable date before the publication of this Notice.

The Investment Association has advised that it will regard as routine a request to authorise the allotment of a further one-third of a Company's issued share capital in connection with a rights issue. In light of this, paragraph (b) of the authority in resolution 13 would allow the Directors to allot new shares and rights to subscribe for, or convert other securities into, shares only in connection with a rights issue in favour of holders of equity securities up to a further nominal amount equal to £29,003,733. This amount again represents approximately one-third of the Company's total issued ordinary share capital as at 29 April 2015.

The Board has no current plans to undertake a rights issue or to allot new shares other than to fulfil the Company's obligations in connection with employee share and incentive plans. However the Board considers it desirable that the Company has the maximum flexibility permitted by corporate governance guidelines in managing the Group's capital resources and responding to market developments. If this resolution is passed, the authority will remain in force until the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier.

14. Disapplication of pre-emption rights

Resolution 14 is proposed as a special resolution. If the Directors wish to allot new shares and other equity securities or sell treasury shares for cash (other than in connection with an employee share scheme) company law requires that these shares are first offered to shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of resolution 14 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 13, including the sale of any shares held in treasury for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to an aggregate nominal amount of £4,350,560 representing approximately 5% of the total issued ordinary share capital of the Company as at 29 April 2015, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of resolution 14 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 13, or to sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

In accordance with the Pre-emption Group's Statement of Principles, the Directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) during any rolling three year period (excluding shares issued pursuant to employee incentive schemes) without prior consultation with shareholders.

This authority would remain in force until the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier.

15. Authority to purchase own shares

In certain circumstances it may be advantageous for the Company to purchase its own shares and Resolution 15, which is a special resolution, would renew the authority currently held by the Directors to purchase up to 10% of the Company's total issued share capital. No shares were bought back under the current authority. The resolution would enable the Directors to buy back up to 87,011,200 ordinary shares as at 29 April 2015, and sets the maximum and minimum prices at which these shares may be bought.

The Company has options outstanding over 6,217,579 ordinary shares, representing 0.7% of the total issued share capital as at 29 April 2015. If the Company were to purchase the maximum number of shares permitted by this resolution, the options as at 29 April 2015 would represent 0.8% of the Company's total issued share capital.

Companies are able to hold purchased shares as treasury shares rather than cancelling them. While the Companies Act 2006 (the 'Act') no longer places a limit on the number of shares which can be held in treasury, the Investment Association considers that the former 10% limit remains appropriate. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. It is also possible for the Company to transfer shares out of treasury pursuant to an employees' share scheme. If any shares are so used, the Company will include them in the limits on the number of new shares which may be issued by such employees' share schemes, as long as this is required under institutional guidance. Currently, the Company has no shares held in treasury.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally.

This authority would remain in force until the conclusion of the Company's AGM in 2016 or 30 June 2016, whichever is the earlier.

16. Authority to hold general meetings on 14 clear days' notice

The Act requires listed companies to provide shareholders with 21 days' notice of any general meeting unless shareholders have approved the calling of general meetings at shorter notice. The notice period for AGMs cannot be reduced in this way. While the Directors do not intend calling general meetings on short notice as a matter of routine, enabling the Board to call general meetings on 14 clear days' notice would provide flexibility where that was merited by the business of the relevant meeting.

Resolution 16, which is a special resolution, will remain in force until the conclusion of the Company's AGM in 2016. The Board intends to renew this authority at each AGM.

Explanatory Notes on Business of the AGM

1. Record Date

Shareholders registered in the Register of Members of the Company as at 18:00 on 5 June 2015 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting excluding non-working days) shall be entitled to attend or vote at the AGM in respect of the shares registered in their name at that time. Changes to entries on the Register of Members after 18:00 on 5 June 2015 will be disregarded in determining the rights of any person to attend or vote at the AGM.

2. Proxies

A member is entitled to appoint another person as his or her proxy (who need not be a member of the Company) to exercise all or any of their right to attend, speak and vote at the AGM.

A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Members who wish to appoint more than one proxy in respect of their holding may obtain additional Forms of Proxy by contacting the Company's Registrars, Capita Asset Services on 0871 664 0300 (UK only calls cost 10p per minute plus network extras) or +44 20 3728 5000 (if calling from overseas calls are charged at standard overseas call rates). Lines are open Monday to Friday 9.00 a.m. to 5.30 p.m. Alternatively, members may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy appointed and the number of ordinary shares in the Company in respect of which that proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the AGM in person if they so wish. The Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (i) received by post or (during normal business hours only) by hand at the offices of the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or (ii) members may submit their proxies electronically at www.capitashareportal.com using the Investor Code set out in the Form of Proxy, in each case by no later than 11:00 a.m. on Friday 5 June 2015, being 48 hours before the time appointed for the holding of the AGM excluding non-working days.

3. Information Rights and Nominated Persons

Persons who have been nominated under section 146 of Act (a Nominated Person) to enjoy information rights do not have a right to vote or appoint a proxy at the AGM and the statements of the rights of members in relation to the appointment of proxies in Note 2 above does not apply to Nominated Persons. The rights described in that Note can only be exercised by members of the Company.

However, a Nominated Person may have the right (under an agreement with the member by whom they were nominated) to be appointed, or to have someone else appointed, as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise that right, they may have a right to give voting instructions to the registered shareholder under any such agreement.

4. Corporate Representatives

A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporate shareholder) the same powers as the corporate shareholder could exercise if they were an individual shareholder in the Company, provided that they do not do so in relation to the same shares.

5. CREST Proxy Instructions

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 9 June 2015 and any adjournment thereof by following the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by no later than 11:00 a.m. on Friday 5 June 2015. No message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company will treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Total Voting Rights

Holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company. Each ordinary share entitles the holder to one vote on a poll. As at 29 April 2015, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 870,112,016 ordinary shares. The Company does not hold any shares in Treasury. Therefore, the total voting rights in the Company as at 29 April 2015 are 870,112,016.

7. Questions

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

8. Voting at the AGM

Each of the resolutions to be put to the AGM will be voted on by way of a poll and not by a show of hands. In this way, the voting preferences of all shareholders are taken into account not only those who are able to physically attend the AGM. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

9. Publication of Audit Concerns

Under section 527 of the Act, the Company may be required by members meeting the threshold set out in that section to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts for the year ended 31 December 2014 (including the auditor report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act which they intend to raise at the AGM. The Company may not require the members requesting any such website publication to pay its costs in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

10. Display Documents

Copies of the service contracts for all Executive Directors and the letters of appointment for the Non-executive Directors are available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the conclusion of AGM and also at the place of the AGM from 10.30 a.m. on the day of the AGM until the conclusion thereof.

11. Information available on the website

A copy of this Notice and other information required by section 311A of the Act can be found at www.ruspetro.com.

12. Electronic address

Please note that shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

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