



LIMITED LIABILITY COMPANY RN-LUBRICANTS
(RN-Lubricants, LLC)

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from 25.03.2019 № 1535

on № _____ from _____

To the attention of bidders

Dear Sir/Madam,

With due regard to the interest of your honored company in the establishment or continuation of business cooperation with RN-Lubricants, LLC, a company of Rosneft Group in the field of trade with oil and gas processing products (petrochemicals)/crude hydrocarbons, we invite you to submit your price offers for the lot **no. 72/2-17** "Export Supplies of Lubricant Refining Products in April 2019" concerning the purchase of the products in accordance with the contract with RN-Lubricants, LLC entered into or to be entered into with your company in accordance with the form available at <http://tender.rosneft.ru/> (the "Contract") within the selection procedure.

Let us remind you to name the lot every time you write to us: in tender offer and in letter's title as well.

Name of the product/nomenclature, grade, product quality, manufacturer, package size (if applicable), minimum order quantity (if applicable), product amount to the period of delivery, the period of delivery, price formula (if applicable) according to the Attachment 1 hereto.

Period of delivery: from April 09, 2019 until April 30, 2019 with an option to export transient volumes in May 2019.

Offers must contain a delivery period corresponding to this proposal for the direction of offers. In case of non-compliance of the delivery period the offer will not be accepted for consideration.

Basis of delivery (OJSC Novokuibyshevsk Refinery, OJSC Angarsk Petrochemical Company):

CPT Kavkaz, CPT Draugiste, and/or CPT Solovey, and/or CPT Brest, and/or CPT Svislach, and/or CPT Gudagay, and/or CPT Posin, and/or CPT Mostisko, and/or CPT

Batevo, and/or CPT Buslovskaya, and/or CPT Giurgiulesti, and/or CPT Temryuk, and/or CPT Iletsk, and/or CPT Ozinki, and/or CPT Tobol, and/or CPT Kulunda, and/or CPT Lokot, and/or CPT Naushki, and/or CPT Zabaykalsk, and/or CPT Luzhskaya, and/or CPT Azov, and/or CPT Eysk, and/or CPT Ivangorod, and/or Krasnoe (the country of destination must be specified), and/or Suzemka and/or Novorossiysk; **FOB Liepaja, FOB Sea of Azov (OJSC Novokuibyshevsk Refinery only; requires conclusion of additional annex to the contract).**

Basis of delivery (OJSC Yaroslavnefteorgsintez):

CPT Krasnyy Khutor, and/or CPT Brest, and/or CPT Svislach, and/or CPT Suzemka/Zernovo, and/or CPT Skangali/Karsava, and/or CPT Krasnoe/Osinovka, and/or CPT Luzhskaya, and/or CPT Kavkaz, and/or CPT Azov, and/or CPT Pechera, and/or CPT Novorossiysk; FCA by road.

Basis of delivery (Branch of PJSOC Bashneft, Bashneft-Novoil):

CPT Krasnoe, CPT Azov, CPT Kavkaz, CPT Novorossiysk, CPT Predportovaya, CPT Temruk, CPT Kartaly-1, CPT Orsk-Novyy Gorod, CPT Petropavlovsk, CPT Kanisay, CPT Lokot, CPT Posin, CPT Rudnya, CPT Soloviy, CPT Suzemka; FCA motor transport.

You may submit a quotation involving alternative basis of delivery not provided for in this invitation to offer. RN-Lubricants, LLC may, though does not have to, take the offer into consideration.

The mandatory conditions of your participation in the offer selection procedure under this proposal are as follows:

1. Favorable conclusion after assessment of compliance with eligibility criteria;
2. Sending of a signed irrevocable offer to RN-Lubricants, LLC **not later than 10:00 a.m. Moscow time March 29, 2019** containing:
 - lot name and number;
 - price offer (rounded to the nearest integer value) for each product type on one or several proposed basis of delivery in accordance with the Attachment hereto;
 - product name, product manufacturer;
 - offers for slax wax (manufactured by Novokuibyshevsk Refinery and Angarsk Petrochemical Company): please specify the price for the quality of slax wax containing mass fraction of oil max 15.0% (inclusive) and slax wax containing mass fraction of oil from 15.1% to 25.0%. Price offers for one grade only shall not be considered;
 - shipping/destination point and proposed basis of delivery in relation to the price offer;
 - minimum and maximum product quantity you are ready to buy taking into account the minimum purchase quantities of bulk product;

on CPT basis: all lubricants of Novokuibyshevsk Refinery – 60 tons, OJSK «YANOS» - 65 tons, LLC «RN Lubricants» - 60 tons, Bashneft-Novoil – 65 tons, Angarsk Petrochemical Company – 60 tons, paraffin and wax products, slax wax, petrolatum – 55 tons,

on FCA ex warehouse from OJSK «YANOS», Bashneft-Novoil - 20 tons.

Consignment volume for delivery on basis FOB Liepaja is from 1000 to 3000 tons.

To the FOB Sea of Azov, the port Yeysk or the port Temryuk at the discretion of RN-Lubricants.

- an offer/price quotation submitted by the offerer in any form as well as any other message in any form, containing clear intention to organize (make) purchase of products, specified in present offer, means person's irrevocable consent:
- to negotiate a Contract according to the form of RN-Lubricants, LLC (if a contract has not been concluded yet) and purchase the products under this Contract according to the offer;
- to purchase the products under the existing Contract concluded with RN-Lubricants, LLC (if a Contract has been concluded with your company);
- to purchase the products specified in offer under the terms and conditions of the Contract with due regard to the fact that the offer is a forecast in conformity with the Contract;
- to make 100% advance payment for the Products according to the offer within 3 banking days from the date of forwarding the relevant Annex to the Purchaser via e-mail;

Data on products in the offer should be submitted in accordance with Attachment 2 to this letter.

The offer for April 2019 relating to the requirements of item 2 shall be placed at ETP (Electronic Trading Platform) JSC "TEK-Torg" in the Section "Tender sale of hydrocarbons PJSC "OC "Rosneft" (<http://rn.tektorg.ru/#>), in accordance with the Regulations of the Section "Tender sale of hydrocarbons of JSC "OC "Rosneft" JSC "TEK-Torg".

The offers sent by other means of communication and/or to other addresses, as well as after the deadline mentioned herein shall not be considered. Moreover, please pay special attention to the offer format and contents which should allow quick summing up and unbiased assessment of the offers.

3. You shall be informed of the results of your offer consideration as follows:

By 6:00 p.m. Moscow time April 08, 2019, the notice of the results of your offer consideration shall be sent to you. However, RN-Lubricants, LLC retains the right to send you a repeated invitation to provide an offer with improved prices or a proposal to clarify the parameters of your offer. In this case the repeated offer or the specification to the offer should be sent to RN-Lubricants, LLC **not later than 6:00 p.m. Moscow time April 04, 2019.**

The results of consideration of the repeated offer or the specification to the offer **shall be communicated to you by 6:00 p.m. Moscow time April 08, 2019**. The successful bidder must comply with the conditions of the offer.

4. The offer shall be deemed to have been accepted, if both following conditions are met:

a) A written notice of the offer acceptance is sent to your company by RN-Lubricants, LLC by **6:00 p.m. Moscow time April 08, 2019**. The said notice shall be signed by an authorized person of RN-Lubricants, LLC.

b) The contract (if not signed before) and/or Annex in accordance with the contract for the supply of a certain product quantity under the accepted offer specifying the price set in the accepted offer is sent to your company by RN-Lubricants, LLC after the notice mentioned in clause 4.a).

The actions mentioned in clause 4 shall be deemed a full and irrevocable acceptance of the offer as to the quantity of the product specified in the Annexes including the option of Supplier within +/-10% of product quantity specified in the Annexes and imply conclusion of a deal for supply of the product quantity specified in the Annex between RN-Lubricants, LLC and the person who had made the offer on the terms and conditions of the offer and the contract with RN-Lubricants, LLC.

The date and time of receiving the documents mentioned in clauses a) and b) are the date and time of receiving of the respective email.

5. If the person submitting an offer fails/refuses to execute the deal, i.e. without limitation: failure to submit the contract (if the contract was not signed earlier) and/or Annex to the contract signed by the authorized signatory of the person submitting the offer not later than within **5 (five)** calendar days after RN-Lubricants LLC fulfills its obligations under clause 4.b), as well as failure to fulfill payment obligations with regard to the products mentioned in the Exhibit in accordance with the contract terms, RN-Lubricants, LLC shall be entitled to use any or all of the following rights:

- cancel the results of the assessment of compliance with the eligibility requirements,
- suspend the results of the positive assessment of compliance with the eligibility requirements,
- sell the respective product quantity to a third party,
- charge penalty and compensate for losses in accordance with the contract and applicable Russian laws.

Concerning additional conditions and rules of this tender (be it delivery basis, transportation facilities, pricing period, delivery period or any other substantial tender conditions stated in this Tender invitation). Please be aware that in case there is no reference or comments on these conditions of any kind, RN-Lubricants, LLC reserve the right to consider your proposal “by default” accepting all such conditions and evaluate your bid taking these conditions and rules. Once again we ask you to pay additional attention to the information you provide for tender.

6. This invitation to offer shall at no time be considered as a legally binding document: this is neither an offer, nor an invitation to participate in the bids.

RN-Lubricants, LLC shall retain the right to accept one, several or none of the received offers.

7. The receivables under the deals concluded by means of the offer acceptance may not be assigned.

8. All disputes and controversies resulting from the offer irrevocability and from the deals concluded through offer acceptance or in relation to the mentioned irrevocability and deals, including those regarding their fulfillment, violation, cessation or validity, shall be resolved at the International Commercial Arbitration Court of the Chamber of Commerce and Industry of the Russian Federation.

9. If you become aware of the fraud, corporate fraudulent practices and corruption in JSC Rosneft, please inform us on the "security hot line". We guarantee confidentiality.

Contact phone: 8 (800) 500-25-45 (24/7 toll free).

Email: sec_hotline@rosneft.ru

Mailing address: 3/9, B. Polyanka St., P.O. box 13, 119180, Moscow (please mention security hot line).

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Please note that:

Complying with the deadlines for offer acceptance is a prerequisite of your participation in the further oil product purchase procedure;

The offers submitted by persons who fail to provide documents for the assessment of compliance with the eligibility requirements and/or failed the assessment of compliance with the eligibility requirements shall not be considered. The list of documents necessary for the participation in the assessment of compliance with the eligibility requirements are available in the "Assessment in accordance with qualification criteria of potential buyers in the area of crude hydrocarbons, oil and gas processing products and petrochemistry products sale" section of the website <http://tender.rosneft.ru>.

Looking forward to a long-term and fruitful cooperation,

A. S. Kravets
CEO RN-Lubricants, LLC



Offers must contain a delivery period corresponding to this proposal for the direction of offers. In case of non-compliance of the delivery period the offer will not be accepted for consideration.

Period of delivery: from April 09, 2019 until April 30, 2019 with an option to export transient volumes in May 2019.

Manufacturer	Products	Volume/tons*	Delivery basis
OJSK «YANOS»	Base oil MVI-2	65 - 486	CPT Krasnyy Khutor, CPT Brest, CPT Svisloch, CPT Gudoguy/Kyina, CPT Krasnoe/Osinovka, CPT Skangaly/Karsava, CPT Suzemka/Zernovo, CPT Luzhskaya, CPT Kavkaz, CPT Pechera, CPT Azov, CPT Novorossiysk; FCA ex warehouse.
OJSK «YANOS»	Base oil VHVI-8	65 - 77	
OJSK «YANOS»	Paraffin wax (petroleum) for protection YV-1	28	
LLC «RN Lubricants», Ryazan City	Engine Oil RN Diesel 1 SAE 30	60 - 300	CPT/ FCA ex warehouse.
LLC «RN Lubricants», Ryazan City	Engine Oil RN Diesel 1 SAE 40	60 - 300	
OJSK «ANHK»	Base oil Rosneft Basic Grade 450N	60 - 1365	CPT Kavkaz, CPT Draugiste, CPT Soloviy, CPT Brest, CPT Svisloch, CPT Gudoguy, CPT Posin, CPT Mostisko, CPT Batevo, CPT Buslovskaya, CPT Dzhurdzulesht, CPT Temruk, CPT Iletsk, CPT Ozinki, CPT Tobol, CPT Kulunda, CPT Lokot, CPT Naushki, CPT Zabaykalsk, CPT Azov, CPT Eiysk, CPT Luzhskaya, CPT Ivangorod, CPT Suzemka, CPT Krasnoe, CPT Novorossiysk; FCA ex warehouse.
OJSK «ANHK»	Base oil Rosneft Basic Grade 1200N	60 - 360	
OJSK «ANHK»	Slax Wax	55	
OJSK «ANHK»	Industrial Oil I-20A	60 - 300	
OJSK «ANHK»	Industrial Oil I-40A	60 - 300	
OJSK «ANHK»	Engine Oil M-8V	60 - 180	
OJSK «ANHK»	Engine Oil M-10G2	60	
OJSK «ANHK»	Engine Oil M-10G2k, higher grade	60 - 360	
OJSK «ANHK»	Engine Oil M-10DM	60	
LLC «NZMP»	Residual Extract of Selective Treatment	60 - 1320	
LLC «NZMP»	Residual Extract of Selective Treatment (PN-6K)	60 - 180	
LLC «NZMP»	Oil High-Melting Residue	55 - 275	
LLC «NZMP»	Industrial Oil I-12A	60 - 180	
LLC «NZMP»	Industrial Oil I-20A	60 - 5000	
LLC «NZMP»	Industrial Oil I-40A	60 - 1080	

LLC «NZMP»	Industrial Oil I-50A	60 - 480	CPT Kavkaz, CPT Draugiste, CPT Soloviy, CPT Brest, CPT Svisloch, CPT Gudoguy, CPT Posin, CPT Mostisko, CPT Batevo, CPT Buslovskaya, CPT Dzhurdzulesht, CPT Temruk, CPT Iletsk, CPT Ozinki, CPT Tobol, CPT Kulunda, CPT Lokot, CPT Naushki, CPT Zabaykalsk, CPT Azov, CPT Eiysk, CPT Luzhskaya, CPT Ivangorod, CPT Suzemka, CPT Krasnoe, CPT Novorossiysk, FCA ex warehouse; FOB Liepaja, FOB Sea of Azov
LLC «NZMP»	Engine Oil M-10G2	60	
LLC «NZMP»	Engine Oil M-10G2k, 1/grade	60 - 300	
LLC «NZMP»	Engine Oil M-10DM	60 - 540	
LLC «NZMP»	Base oil SAE-10	60 - 1000	
Branch of PJSOC Bashneft, Bashneft-Novoil	Parafin T-2	6	
Branch of PJSOC Bashneft, Bashneft-Novoil	Industrial Oil I-20A	65 - 1020	
Branch of PJSOC Bashneft, Bashneft-Novoil	Industrial Oil I-40A	65 - 2160	
Branch of PJSOC Bashneft, Bashneft-Novoil	Base oil BASHNEFT SN-650	65 - 300	
Branch of PJSOC Bashneft, Bashneft-Novoil	Aviation oil MC-8II	60	
Branch of PJSOC Bashneft, Bashneft-Novoil	Heat-transfer oil AMT-300	65 - 120	CPT Krasnoe, CPT Azov, CPT Kavkaz, CPT Novorossiysk, CPT Predportovaya, CPT Temruk, CPT Kartaly-1, CPT Orsk-Novyy Gorod, CPT Petropavlovsk, CPT Kanisay, CPT Lokot, CPT Samur, CPT Posin, CPT Rudnya, CPT Soloviy, CPT Suzemka; FCA ex warehouse.

*The finally approved volume will be determined based on the manufacturing plant's (refinery's) data as of the ranking of offers. The buyer will be entitled to submit and RN-Lubricants LLC will be entitled to accept an offer of higher or lower volume than specified in this Appendix 1.

Offers should be presented in the following tabular form

Manufacturing plant	Product name	Product quality (if applicable)	Delivery period (corresponding to this proposal for the direction of offers)	Quantity in tons		Basis of delivery (please mention shipping/destination point and proposed basis of delivery)	Vehicle type cistern/Tank truck	Price in USD/EUR/RUB * per 1 ton
				Minimum possible quantity of a batch	Maximum possible quantity of a batch			
			<u>from April 09, 2019 until April 30, 2019 with an option to export transient volumes in May 2019.</u>					

* currency of the contract entered into/to be entered into.