

**Table of amendments and addenda
to the current version of the Charter of Open Joint Stock Company “Oil Company “LUKOIL”**

№	Current version of the Charter	Proposed amendments and addenda to the Charter	Comments
1.	<p>Point 5.8: “5.8. A party that has purchased 30 or more percent of the outstanding ordinary shares of the Company, either independently or together with a related party (parties), taking into account the number of shares already owned thereby, shall be required within 30 days after the date of purchase to offer to purchase from Company shareholders their ordinary shares in the Company and their issuable securities convertible into ordinary shares at their market price, but not less than their average weighted price over the six months preceding the date of purchase.”.</p>	<p>Point 5.8: “5.8. A party that has purchased <u>more than 30 or more percent of the outstanding ordinary total shares of the Company, either independently or together with a related party (parties),</u> taking into account the number of shares already owned <u>thereby the party or its related parties,</u> shall be required <u>within 30 days after the date of purchase</u> to offer to purchase <u>the remaining ordinary shares in the Company and the issuable securities of the Company convertible into ordinary shares</u> from <u>Company</u> the shareholders <u>that hold them according to the procedure and by the deadlines established by the effective legislation of the Russian Federation</u> their ordinary shares in the Company and their issuable securities convertible into ordinary shares at their market price, but not less than their average weighted price over the six months preceding the date of purchase.”.</p>	<p>These amendments are being made in connection with the entry into force from 1 July 2006 of Federal Law No. 7-FZ of 5 January 2006 <i>On the Introduction of Amendments to the Federal Law “On Joint Stock Companies” and Certain Other Legislative Acts of the Russian Federation</i>, which changes the procedure for sending the mandatory offer to purchase the shares of an open joint stock company and other issuable securities convertible into ordinary shares of an open joint stock company (article 84.2).</p>
2.	<p>The current version does not contain this text.</p>	<p>Sub-point 9.8.4: “<u>9.8.4. When establishing the basic conditions of the contracts to be concluded with the President and members of the Management Committee of the Company, the votes of the members of the Board of Directors that are simultaneously the President and/or members of the Management Committee of the Company shall not be taken into account when tallying votes.”.</u></p>	<p>This addendum is being made in order to reflect in the Charter the requirements contained in the Corporate Governance Code, approved by Order No. 421/r of the Federal Commission for the Securities Market of 4 April 2002 (sub-point 1.4.3 of chapter 3), and the requirements of the Methodological Recommendations on the content and method for submitting information on compliance with the Corporate Governance Code in the annual reports of joint stock</p>

			companies, approved by Order No. 03-849/r of the Federal Commission for the Securities Market of 30 April 2003 (point 13 of the appendix to the Methodological Recommendations).
3.	Point 14.1: “14.1. The Company shall perform financial and other types of accounting and provide financial and other reports according to the procedure established by effective legislation.”.	Point 14.1: “14.1. The Company shall perform financial, <u>tax</u> and other types of accounting and provide financial, <u>tax</u> and other reports according to the procedure established by effective legislation.”.	These amendments are being made in order to reflect in point 14.1 of the Charter the provisions of section V of chapter 25 of the Tax Code of the Russian Federation on the requirement for companies to perform tax accounting and to provide tax reports to the tax authorities.
4.	Point 14.2: “14.2. The President is responsible for the organisation, maintenance and reliability of accounting at the Company; the timely submission of the annual report and other financial statements to the relevant bodies; and the information on the Company’s operations to be provided to shareholders, creditors and the mass media. The Chief Accountant of the Company shall exercise control over the accuracy of reflection on accounts of all business operations and the timely submission of financial statements and other reports.”.	Point 14.2: “14.2. The President is responsible for the organisation, maintenance and reliability of financial <u>and tax</u> accounting at the Company; the timely submission of the annual report and other financial statements to the relevant bodies; and the information on the Company’s operations to be provided to shareholders, creditors and the mass media. The Chief Accountant of the Company shall exercise control over the accuracy of reflection on accounts <u>and in tax ledgers</u> of all business operations and the timely submission of financial statements and other tax reports.”.	These amendments are being made in order to reflect in point 14.2 of the Charter the provisions of section V of chapter 25 of the Tax Code of the Russian Federation on the requirement for companies to perform tax accounting and to provide tax reports to the tax authorities.

In this table, deleted provisions are shown in the table as crossed out text, and new provisions are shown as underlined text.