

A M E N D M E N T S A N D A D D E N D A

Regulation On The Procedure For Preparing And Holding The General Shareholders Meeting of OAO «LUKOIL»

1. Change the wording of first paragraph of point 2.2 to read as follows: “2.2. A Meeting may be held in the form of a meeting (joint attendance of shareholders to discuss the agenda and make decisions on the issues put to vote) with prior delivery (distribution) of voting ballots for the Meeting (hereinafter “mixed form”), and through absentee voting.”.

2. In point 2.6:

2.1. Change the wording of second paragraph to read as follows:

“If the proposed agenda of an extraordinary Meeting contains an item on the election of the Board of Directors of the Company, this Meeting must be held within 70 days from the time when the request on conducting the Meeting is submitted.;

2.2. Change the wording of last paragraph to read as follows:

In cases when the Board of Directors of the Company is required by the legislation of the Russian Federation to adopt a decision on conducting an extraordinary Meeting to elect the members of the Board of Directors of the Company, this Meeting must be conducted within 70 days from the time when the decision to conduct it is adopted by the Board of Directors.”

3. Change the wording of point 2.13 to read as follows: “2.13 The Board of Directors, within 5 days after the date when the request is submitted, must adopt a decision to conduct an extraordinary Meeting or to decline the request to hold a Meeting.

The Board of Directors may decline the request to hold a Meeting only in cases stipulated by the effective legislation;

The decision of the Board of Directors to convene a Meeting or a motivated decision to decline the request to hold a meeting must be communicated to the initiators of the Meeting within 3 working days after the decision was adopted”.

4. Change the wording of point 3.2 to read as follows: “If the proposed agenda of an extraordinary general shareholders’ meeting contains an item on the election of members of the Board of Directors of the Company, shareholders (shareholder) in the Company which hold(s) at least two per cent of voting shares in the Company shall have the right to nominate candidates for election to the Board of Directors of the Company (the number of candidates cannot exceed the

membership of the Board of Directors). These proposals should be received by the Company at least 30 days prior to the date when the extraordinary Meeting will be conducted.”

5. Change the wording of second paragraph of point 5.1 to read as follows: “The Company shall send to shareholders voting ballots on all items on the agenda of the Meeting via mail, e-mail or by personal delivery to the shareholder against signature no later than 20 days before the annual Shareholders’ Meeting and within 25 days before an extraordinary Shareholders’ Meeting. For the purposes of determining quorum and voting results, ballots received by the Company by mail, e-mail with a certified electronic digital signature, or via delivery by the shareholder to the Counting Commission not later than 2 days before the Shareholders’ Meeting shall be taken into account .”

6. Change the wording of first paragraph of point 5.2 to read as follows: “5.2. The notification of on the conduct of a Meeting should specify the following:”.

7. Change the wording of first paragraph of point 5.5 to read as follows: “The materials to be provided to the persons eligible for participation in the Meeting when preparing for a Meeting shall not be sent to shareholders, except in those cases when a Meeting is to be conducted through absentee voting. A shareholder shall be entitled to study these materials in the premises of the executive bodies of the Company, as well as at the other addresses indicated in the notice on conducting the Meeting.”

8. Change the wording of point 6.1 to read as follows: “6.1. The parties included in the list of parties entitled to participate in a Meeting shall have the right to participate (attend and/or vote) in a Meeting regardless of its form.”

9. Change the wording of third paragraph of point 7.2 to read as follows: “● the date, place and time of the Meeting, the time when registration of the persons participating in the Meeting began, and in cases when, in accordance with point 3 of article 60 of the Federal Law On Joint Stock Companies, completed ballots may be sent to the Company – the mailing address to which completed ballots can be sent, or if a general shareholders’ meeting is conducted through absentee voting – the deadline for accepting voting ballots and the mailing address to which the completed ballots should be sent;”

10. Change the wording of point 8.5 to read as follows: “8.5. The Secretariat of the Meeting shall provide organizational support, informational support and keep minutes during the preparation and conduct of the Meeting; *inter alia* it shall:

- determine the list and contents of the documents necessary for information support for shareholders at the Meeting on items on the agenda for subsequent approval at a meeting of the Board of Directors;

- organize and support the notification of shareholders through the mass media regarding the convocation of the Meeting, its agenda, and the date and place of its conduct, the time when registration will begin not later than 30 days before the date of the Meeting, and in cases stipulated by point 2 of article 53 of the Federal Law *On Joint Stock Companies* not later than 50 days before its conduct.

- based on the information from the Counting Commission prepare notices for the Meeting on the quorum (competence) of the Meeting;

- ensures that a stenographic record of the Meeting is kept, performs follow-up editing of the decisions adopted by the Meeting, prepares the minutes of the Meeting.”

11. Change the wording of third paragraph of point 8.6 to read as follows: “• a minutes group (prepares the minutes of the Meeting, prepares the texts of draft documents and decisions of the Meeting, performs follow-up editing of the decisions adopted by the Meeting;”

12. Change the title of Section 9 as follows: “9. Counting Commission”.

13. Change the wording of point 9.2 to read as follows: “9.2. The Counting Commission shall verify the authorities and shall register the persons participating in the Meeting, determine a quorum, explain issues related to the shareholders' (or their proxies) right of vote in the Meeting, the voting procedure in respect to all issues put to vote in the Meeting, ensure the abidance by the established voting procedure and the rights of shareholders for participation in the voting, count votes and sum up the results of voting, prepare a protocol on voting results, and transfer ballots to the archive.”

14. Change the wording of point 9.3 to read as follows: “9.3. Based on the voting results, the Counting Commission prepares a protocol of voting results. The protocol of voting results shall be prepared not later than 15 days after the close of the Meeting or the deadline for the receipt of ballots when the Shareholder Meeting is held in the form of absentee voting.”

15. In point 10.1:

15.1. Change the wording of first paragraph to read as follows:

“10.1. The registration of shareholders or their proxies shall be performed by the Counting Commission according to the list of parties entitled to participate in the Meeting, at the times and at the address indicated in the notification on the conduct of the Meeting”;

15.2. Change the wording of last paragraph to read as follows:

“Documents confirming the competence of the successors and proxies of the persons who are eligible to participate in the Meeting (notarized copies) shall be attached to the voting ballots which are sent to such persons or shall be transferred

to the Counting Commission during registration of such persons for participation in the Meeting.”

16. Change the wording of point 10.12 to read as follows: “10.12. The Meetings shall be conducted on business days, with breaks after every three hours of operation”.

17. Change the wording of second and third paragraphs of point 11.5 to read as follows: “A majority of three-quarters of the votes of shareholders who own voting shares participating in the Meeting, shall be required to decide on the issues indicated in sub-points 8.2.1, 8.2.2, 8.2.3, 8.2.5, 8.2.6.2, 8.2.6.3, 8.2.16.1, 8.2.16.2, 8.2.17, and 8.2.20 of point 8.2 of the Company Charter.

Decisions on issues indicated in sub-points 8.2.2, 8.2.6, 8.2.14, 8.2.15, 8.2.16, 8.2.17, 8.2.18, and 8.2.19, 8.2.20 of point 8.2 of the Company Charter shall be taken by the Meeting only on the proposal of the Board of Directors of the Company.”.

18. Change the wording of first paragraph of point 11.11 to read as follows: “11.11. The minutes of the Meeting shall be made in two copies not later than 15 days after the closure of the Meeting. Both copies shall be signed by the chairman of the Meeting and the secretary of the Meeting.”.