

**Text approved by the Extraordinary
General Meeting of Shareholders
of Open Joint Stock Company
“Oil company “LUKOIL”
on 18 December 2012 (Minutes No.2),
with amendments and addenda
approved by the Annual General
Shareholders Meeting on 26 June 2014
(Minutes No.1), with amendments and
addenda approved by the Annual
General Shareholders Meeting on 23
June 2016 (Minutes No.1)**

**REGULATIONS
ON THE PROCEDURE FOR PREPARING AND HOLDING
THE GENERAL SHAREHOLDERS MEETING
OF PJSC “LUKOIL”**

*(Name of the Company as approved by the Annual General Shareholders Meeting
on 23 June 2016, Minutes No.1)*

1. General provisions

1.1. The Regulations *On The Procedure For Preparing And Holding The General Shareholders Meeting Of Public Joint Stock Company “Oil company “LUKOIL”* (hereinafter the “Regulations”) have been drafted in accordance with the effective legislation of the Russian Federation and the Charter of **Public** Joint Stock Company “Oil company “LUKOIL” (hereinafter the “Company”), and regulate the procedural issues involved in the preparations for and conduct of a general shareholders meeting of the Company.

(Amendment adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No. 1)

1.2. The general shareholders meeting (hereinafter the “Meeting”) is the Company’s supreme management body, and acts within its authorities, as defined by the legislation of the Russian Federation and the Company Charter.

1.3. The issues related to the preparation for, convening and holding of the Meeting that are not regulated by the norms of the Company Charter and these Regulations will be resolved in accordance with the legislative norms of the Russian Federation.

1.4. The Company provides equal opportunity for meaningful participation of all shareholders in the Meeting.

2. Procedure for making proposals and requests

2.1. Proposals on introducing items to the agenda of the Meeting, proposals on nominating candidates for the Company’s management and other bodies, and requests on holding an extraordinary Meeting will be made in writing according to the procedure stipulated by the Federal Law *On Joint Stock Companies*, the Company Charter and these Regulations.

2.2. Proposals on introducing items to the agenda and proposals on nominating candidates for the Company’s management and other bodies (hereinafter referred to jointly as a “Proposal”) and requests on holding an extraordinary Meeting (hereinafter a “Request”) can be submitted as follows:

delivery by post or courier service to the address (location) of the Company's single-person executive body;

delivery against signature to the person authorised to accept written correspondence addressed to the Company.

2.3. The Proposal date will be:

if the Proposal was sent by post – the date indicated on the date stamp, confirming the post date.

if the Proposal was sent by courier service – the date when it was submitted to the courier service for delivery;

if the Proposal was delivered against signature – the date of delivery.

2.4. The date of receipt of the Proposal or Request (the date of filing (submission) of a Request) is:

if the Proposal or Request was sent by regular mail or other regular postal delivery – the date of receipt of the mail by the Company;

if the Proposal or Request was sent by registered mail or by other registered postal delivery – the date of delivery of the mail to the person authorised to accept written correspondence addressed to the Company, against receipt;

if the Proposal or Request was sent by courier service – the date of delivery by the courier;

if the Proposal or Request was delivered against signature – the date of delivery.

2.5. Proposals and Requests will be deemed to have been received from those shareholders (or their representatives) who sign them.

2.6. The percentage of voting shares belonging to a shareholder (shareholders) necessary for holding an extraordinary Meeting is determined on the date when the indicated Request is filed (submitted).

The percentage of voting shares belonging to a shareholder (shareholders) introducing a Proposal is determined on the date when the Proposal is made.

2.7. Proposals on introducing items to the agenda of a Meeting and proposals on nominating candidates to the Company's management bodies will be submitted with an indication of the names (name) of the shareholders (shareholder) submitting them and the number and category (type) of shares belonging thereto, and should be signed by the shareholders (shareholder) or representatives thereof. Shareholders (shareholder) of the Company who are (is) not registered in the Company's shareholder register are (is) entitled to submit proposals on items for the agenda of the Meeting and proposals on nominating candidates also by giving appropriate instructions (directives) to a person who keeps record of their rights to shares. Such instructions (directives) are given in accordance with the rules set out in the securities laws of the Russian Federation.

(Wording of the first paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No. 1)

A Proposal on introducing items to the agenda of a Meeting should contain the wording of each proposed item, and may also contain the wording of the decision on each proposed item.

A Proposal on nominating candidates for the Company's management bodies should contain:

the full name of each proposed candidate and details of his/her identification document (series and/or number of the document, date and place of issue, issuing body);

the body to which the candidate is being nominated;

information on the positions held by the candidate over the five years preceding the nomination;

age;

education;

the mailing address of the candidate for correspondence;

information on the candidate's consent to his or her nomination.

The written consent of the candidate to his or her nomination can be attached to the proposal on his or her nomination.

A Proposal on nominating candidates cannot contain more candidates than the number of members of the Company's relevant management body.

The persons who send the proposals on nominating candidates will be responsible for the accuracy and completeness of the information on the candidates.

2.8. A Request should indicate the person (body) demanding that an extraordinary Meeting be convened, and the wording of the issues to be included in the agenda of the Meeting. A Request may contain the wording of the decision on each of these items, as well as a proposal on the form for conducting the Meeting. In those cases when a Request contains a proposal on nominating candidates, the relevant provisions of the Federal Law *On Joint Stock Companies* will apply to this proposal.

A Request should be signed by the persons (person) requesting the convening of the extraordinary Meeting.

If a Request is received from a shareholder (shareholders), it should indicate the name(s) of the shareholder(s) and the number and category (type) of shares belonging thereto.

If a Request originates with a legal entity acting as shareholder, the Request should be signed by a director who, in accordance with its foundation documents, has the right to act on behalf of the legal entity without a power of attorney or a person acting on the basis of a power of attorney from the indicated legal entity.

2.9. If a Proposal or Request was signed by the representative of a shareholder acting on the basis of the authorities granted by a power of attorney, the power of attorney (a copy of the power of attorney certified according to the established procedure) containing the information on the principal and the representative which must be included in a power of attorney on voting drafted in accordance with the requirements of the Federal Law *On Joint Stock Companies* should be attached to this Proposal (Request).

If a Proposal or Request was signed by a shareholder (its representative), the rights to the shares of whom are accounted on a deposit account in a depository that is responsible for accounting for the rights to the indicated shares, a statement from the shareholder's deposit account in the relevant depository should be attached to the Proposal (Request).

3. Preparation for the holding of a Meeting

3.1. When preparing for the holding of the Meeting, the Board of Directors of the Company will determine:

the form of the Meeting (a meeting (joint attendance of shareholders to discuss agenda items and take decisions on issues put to a vote) with preliminary distribution (dispatch) of ballots prior to the conduct of the Meeting (hereinafter also referred to as "mixed form") or absentee voting);

the date, place and time of the Meeting, the time of the start of registration of persons participating in the Meeting, the postal address to which completed ballots can be sent, or if the Meeting is conducted through absentee voting – the deadline for receiving ballots and the postal address to which the completed ballots should be sent;

the date of determining (formalizing) persons entitled to participate in a Meeting;

(Wording of the third and the fourth paragraphs as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No. 1)

the deadline for receiving proposals from shareholders on nominating candidates for election to the Board of Directors of the Company, if the agenda of an extraordinary Meeting contains an item on the election of members of the Company's Board of Directors;

(The fifth paragraph was added by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No. 1)

the agenda of the Meeting;

the procedure for notifying shareholders of the holding of a Meeting;

the list of information (materials) to be provided to shareholders when preparing for the holding of a Meeting, and the procedure for delivering it (them);

the form and text of the ballots, as well as the wording of resolutions on items of the agenda of the Meeting, which are to be sent in electronic form (in the form of electronic documents) to nominee holders of shares registered in the Company's shareholder register.

(Wording of the ninth paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No. 1)

3.2. The administrative and technical measures involved in preparing for a Meeting will be performed by the Management Committee of the Company, which will approve an action plan for preparing for the Meeting, including the procedure and deadlines for their performance and an indication of the responsible person, at a session of the Management Committee.

4. Preparation of the list of persons entitled to participate in a Meeting

4.1. **The list of persons entitled to participate in the Meeting will be compiled in accordance with the rules set out in the securities laws of the Russian Federation for the preparation of the list of persons who exercise rights to securities.**

(Wording of the point as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

~~4.2. The list of persons entitled to participate in a Meeting should contain the following information:~~

~~—— the name of each person;~~

~~—— the necessary identification data;~~

~~—— data on the number and category (type) of shares belonging thereto that confer voting rights;~~

~~—— the postal address in the Russian Federation to which the notice on the holding of a Meeting, ballots (in those cases when voting involves the sending of ballots), and the report on the voting results should be sent.~~

~~—— the number of the personal account (deposit account) of this person in the register.~~

~~4.3. If the Company's shares constitute the property of unit trust investment funds, the management companies of these unit trust investment funds will be included in the list of persons entitled to participate in the Meeting.~~

~~4.4. If the Company's shares have been deposited in the personal account (depot account) of a trust manager, the trust manager in the account of which the shares were deposited, or the founder of the trust, information on which has been provided by the trust manager will be included in the list of persons entitled to participate in the Meeting.~~

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

~~4.5. The list of persons entitled to participate in the Meeting shall also present information on the number of shares registered on the account of unidentified persons.~~

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

~~4.6. The list of persons entitled to participate in the Meeting shall also present information on the number of shares for which the nominee shareholder has not provided the information that is to be included in the given list.~~

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

~~4.7. Changes in the list of persons entitled to participate in a Meeting may only be made in the event of the restoration of the violated rights of persons who were not included in the list on the date when it was prepared or the correction of mistakes made when it was prepared.~~

(Points 4.2-4.7 were deleted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1;

Numbering of points 4.8-4.9 was changed by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

4.2. The list of persons entitled to participate in the Meeting, other than information on declaration of intent thereof, will be provided at the request of persons included in this list and having at least one per cent of votes. Information that may help identify individuals included in this list, other than full names thereof, may be provided solely with the consent from such individuals.

(Wording of the point as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

4.3. Information on the date of determining (formalizing) persons entitled to participate in the Meeting shall be disclosed by the Company at least 7 days before said date.

(The point was added by decision of the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1, the presented wording of the point was approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

5. Notifying shareholders of the holding of a Meeting

5.1. The notice on the holding of a Meeting will, at least 30 days prior to the date when it is to be held, unless an earlier deadline is stipulated by law, be posted on the Company's official websites www.lukoil.ru and www.lukoil.com.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

5.2. The Company also has the right to inform the persons entitled to participate in the Meeting on the holding of the Meeting through other mass media (television, radio).

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

5.3. The notice on the holding of a Meeting should indicate:

the Company's full trade name and location;

the type of the Meeting (annual or extraordinary), the form in which the Meeting will be held (meeting or absentee voting), and identification attributes of shares whose holders are entitled to participate in the Meeting;

(Wording of the third paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

the date, place (indicating the address at which the Meeting is to be held) and time of the Meeting, the place and time of the start of registration of the persons participating in the Meeting (the place of registration of the persons participating in the Meeting must be located at the address where the Meeting will be held), and in cases where pursuant to the Federal Law *On Joint Stock Companies* and the Company Charter completed ballots may be sent to the Company, the postal address to which the completed ballots may be sent, or in the event that the Meeting is held in the form of absentee voting, the date of the deadline for the receipt of ballots and the postal address to which the completed ballots should be sent;

the date when persons entitled to participate in the Meeting will be determined (formalized);

(Wording of the fifth paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

the agenda of the Meeting;

the procedure for granting access to the information (materials) to be provided when preparing for the Meeting, and the address (addresses) at which it (they) will be available;

the procedure for notifying shareholders of the decisions taken and the voting results;

a warning that shareholders must have an identification document, and their representatives must have a voting proxy drafted in accordance with the requirements of effective legislation.

5.4. Information (materials) which is (are) to be provided to persons entitled to participate in the Meeting when preparing for the Meeting must be made available to the above persons within 20 days, and if the agenda of the Meeting contains an item on the reorganization of the Company – within 30 days before the date of the Meeting in the procedure established in points 5.6 and 5.7 of these Regulations.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1, with amendments adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

5.5. In the event of absentee voting, shareholders will be notified through the delivery thereto of the following documents:

- the text of the notice on the holding of the Meeting;
- ballots;
- materials on the agenda items;
- the information needed by the shareholder to take a decision.

5.6. The information (materials) to be provided to the persons entitled to participate in the Meeting will not be sent to shareholders during preparations for the Meeting, except in those cases when the Meeting is to be held through absentee voting. Shareholders are entitled to study this information at the premises of the Company's single-person executive body, as well as at other places, the addresses of which are indicated in the notice on the holding of the Meeting.

Shareholders will be given the opportunity to study the information (materials) to be provided during preparations for the holding of the Meeting over the Internet.

At the request of a person entitled to participate in the Meeting, the Company must provide this person with copies of the indicated documents within seven days after the receipt of the relevant request by the Company (from the onset of the period during which the information (materials) to be provided to the persons entitled to participate in the Meeting should be available to these persons, if the corresponding request was received by the Company before this period began). The fee charged by the Company for the provision of copies of these documents cannot exceed the costs on their preparation.

5.7. The materials (information) to be provided to persons entitled to participate in the Meeting when preparing for the Meeting include(s):

the Company's annual report and the report of the Audit Commission of the Company on the results of reviewing the annual report;

the annual financial statements, Auditors' report and opinion of the Company's Audit Commission on the results of the audit of such financial statements;

(Wording of the first, the second and the third paragraphs as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

information on candidates for election to the Company's Board of Directors, Audit Commission and the post of the single-person executive body;

information on the written consent (or lack thereof) of the nominated candidates to election to the relevant Company bodies;

draft amendments and addenda to the Company Charter, or a draft new version of the Company Charter;

draft internal Company documents or amendments and addenda thereto;

draft decisions of the Meeting;

recommendations of the Company's Board of Directors on distribution of profits (including on the payment (declaration) of dividends on the Company's shares based on the results of the reporting year);

other information (materials) stipulated by effective legislation, in-house documents of the Company and the decisions of the Company's Board of Directors.

(Wording of the ninth and the tenth paragraphs as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

The indicated information and materials will also be available to the persons participating in the Meeting at the time when the Meeting is held.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

5.8. If a person listed in the Company's shareholder register is a nominee holder of shares, the notice on the holding of the Meeting and information (materials) to be provided to persons entitled to participate in the Meeting during preparations for the Meeting shall be provided in accordance with the rules set out in the securities laws of the Russian Federation for the provision of information and materials to persons who exercise rights to securities.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1, with amendments adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

6. Methods of participation of shareholders and their representatives in a Meeting. Procedure for drafting powers of attorney.

6.1. The persons included in the list of persons entitled to participate in the Meeting, the persons to whom the rights to the shares of the indicated persons have been transferred through inheritance or reorganization, or their representatives acting based on the authorities granted based on the provisions of federal laws or the acts of the duly authorised state and local government bodies or a written power of attorney may participate (through attendance and/or voting) in a Meeting held in any form.

6.2. Shareholders that hold shares of all categories (types) and that are included in the list of shareholders entitled to participate in a Meeting, their authorised representatives, the Company Auditor, the members of the Board of Directors, the Management Committee and the Audit Commission of the Company, the Company President and the Registrar, as well as the candidates included in the ballots for election to the management and supervisory bodies of the Company have the right to attend a Meeting held in mixed form.

The Company's Board of Directors will send invitations to attend the Meeting to the Company President, members of the Board of Directors, Management Committee and Audit Commission of the Company and the Company Auditor. The Company's Board of Directors will also send invitations to candidates in those cases when the Meeting will consider the issues of the election of the Company President, members of the Board of Directors, members of the Audit Commission of the Company, and the approval of the Company Auditor.

6.3. A shareholder's right to participate in a Meeting may be exercised by the shareholder in person or through a representative.

6.4. Rights (authorities) will be transferred to the representative of a shareholder through the issue of a written authorisation – a power of attorney.

6.5. A shareholder may issue a power of attorney on all or part of the shares belonging thereto.

6.6. A power of attorney may be issued on all or part of the rights conferred by the shares.

6.7. The power of attorney for voting (proxy) must contain information on the principal and the representative (for individuals – name, identification document details (series and/or number of the document, date and place of issue, issuing body); for legal entities – name, information on location).

6.8. A voting proxy should be certified by the organisation in which the principal works or studies or the administration of the medical facility to which he or she has been admitted for treatment, or should be notarised.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

6.9. A power of attorney on behalf of a legal entity should be signed by the officer of the legal entity or another person authorised to do so in accordance with the law and the foundation documents.

(Wording of the first paragraph as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

Powers of attorney of foreign legal entities should be drafted in accordance with the requirements of the legislation of the Russian Federation.

6.10. The representative of a shareholder may also act at a Meeting in accordance with the authorities established by the provisions of federal laws or acts of the duly authorised state or local government bodies.

6.11. A shareholder will have the right to replace its authorised representative at any time or to exercise the rights conferred by the shares in person, having terminated the effect of the power of attorney according to the procedure established by law, with account taken of the ramifications of the termination of the effect of the power of attorney established by law.

6.12. If Company shares are in the common ownership of several persons, the authority to vote at a Meeting will be exercised at their discretion by one of the participants in common ownership or by their joint representative. The authorities of each of the aforementioned persons should be duly registered.

6.13. A fractional share will provide the shareholder that owns it the rights conferred by the corresponding category (type) of share, in the scope proportionate to that part of the whole share which it represents.

6.14. If shares are transferred after the date when persons entitled to participate in the Meeting have been determined (formalized), but prior to the holding of the Meeting, the person included in the list of persons entitled to participate in the Meeting will be required to issue a voting proxy to the buyer or vote at the Meeting according to the instructions of the buyer of shares, if this is stipulated by share transfer agreement.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1, with amendments adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

6.15. If shares are transferred to two or more buyers after the date when persons entitled to participate in the Meeting have been determined (formalized), the person included in the list of persons entitled to participate in the Meeting will be required, if specified by the share transfer agreement (agreements), to vote at the Meeting according to the instructions of each corresponding buyer of the shares or to issue each such buyer a voting proxy, indicating therein the number of shares on which voting rights are conferred.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1, with amendments adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

7. Working bodies of the Meeting

7.1. The working bodies of the Meeting are the Presidium and the Secretariat.

7.2. The Presidium is formed at Meetings held in mixed form.

7.3. The Presidium of a Meeting held by decision of the Board of Directors on its own initiative or at the request of the Audit Commission of the Company, the Company Auditor, or a shareholder (shareholders) owning at least 10 per cent of the Company's voting shares as at the date of the Request will consist of the members of the Company's Board of Directors. In all other cases the members of the Presidium of an extraordinary Meeting will be determined by the person (body) that is responsible, in accordance with effective legislation, for convening and holding the extraordinary Meeting.

7.4. The Secretariat of the Meeting will provide organisational and informational support, and keep minutes during the preparation and holding of the Meeting; *inter alia* it will:

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

organise and ensure the notification of shareholders on the holding of the Meeting, its agenda, date, place and time, and the start of registration by the deadlines and pursuant to the procedure established by the Company Charter and the Federal Law *On Joint Stock Companies*;

(Wording of the third paragraph as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

on the basis of information of the Counting Commission, prepare notices for the Meeting on the quorum (authority) of the Meeting;

ensure that a stenographic record of the Meeting is kept, edit the decisions taken by the Meeting, and prepare the minutes of the Meeting and the report on voting results.

(Wording of the fifth paragraph as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

7.5. The Secretariat shall have the following structure:

the Secretary (manages the work of the Secretariat and signs minutes of the Meeting and the report on voting results);

(Wording of the second paragraph as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

a minutes group (keeps the minutes of the Meetings, prepares the texts of draft documents and decisions of the Meeting, and edits decisions taken by the Meeting);

a notifications and information group.

7.6. The Secretary and the members of the Secretariat will be approved by decision of the Management Committee of the Company.

8. Counting Commission

8.1. The functions of the Counting Commission are entrusted to the professional participant in the securities market that keeps the register of owners of the Company's securities (the Registrar), approved by decision of the Company's Board of Directors.

8.2. The Registrar may authorise one or several of its employees to perform the functions of the Counting Commission on its behalf.

8.3. The Counting Commission will check the authority and register the persons participating in the Meeting, determine quorum for the Meeting, clarify issues arising in connection with the exercise by shareholders (their representatives) of voting rights at the Meeting and the procedure for voting on issues put to a vote, support the established voting procedure and shareholders' right to participate in voting, count the votes and prepare voting results, prepare a protocol on voting results, and transfer ballots to the Company's archive for storage.

9. Holding of the Meeting

9.1. The Counting Commission will register shareholders or their representatives pursuant to the list of persons entitled to participate in the Meeting, at the times and the address indicated in the notification on the holding of the Meeting.

The persons entitled to participate in the Meeting must register to participate in the Meeting, with the exception of the persons whose ballots were received at least two days prior to the date when the Meeting is held, if voting on the agenda items of the Meeting can be performed by sending the completed ballots to the Company.

The persons entitled to participate in a Meeting to be held in mixed form whose ballots were received at least two days prior to the date when the Meeting is held have the right to attend the Meeting.

The documents certifying the authority of successors and representatives of the persons included in the list of persons entitled to participate in the Meeting (duly certified copies thereof) will be attached to the ballots sent by these persons or transferred to the Counting Commission when these persons register to participate in the Meeting.

The Counting Commission will register persons entitled to participate in the Meeting provided that the persons that come to participate in the Meeting are identified through a comparison of the data contained in the list of persons entitled to participate in the Meeting with the data of the documents presented (submitted) by the indicated persons.

9.2. When registering a person voting on the basis of shares circulating outside the Russian Federation in the form of depositary receipts to participate in the Meeting, such person will be required to notify the Counting Commission in writing of the number of shares circulating outside the Russian Federation in the form of depositary receipts with respect to which the person has received instructions from the owners of the depositary receipts.

If the number of shares with respect to which the person has received instructions from the owners of the depositary receipts differs (does not coincide) for different items on the agenda of the Meeting, the person will be required to notify the Counting Commission of the relevant number of shares with respect to which he or she has received instructions from the owners of the depositary receipts for each item on the agenda of the general meeting.

9.3. The Meeting is considered competent (quorate) if shareholders (their representatives) participate in the Meeting that hold in aggregate more than half the votes conferred by outstanding voting shares of the Company.

Shareholders who have registered to participate in the Meeting and shareholders whose ballots have been received not later than two days before the holding of the Meeting are deemed to have participated in it. For a Meeting in the form of absentee voting, shareholders whose ballots have been received by the deadline for the receipt of ballots are deemed to have participated in the Meeting.

Shareholders who, in accordance with the rules set out in the securities laws of the Russian Federation, gave voting instructions (directives) to persons keeping record of their rights to shares, shall also be considered to have participated in the Meeting, if notifications with declaration of their intent have been received no later than 2 days before the date of holding the Meeting or the deadline for receiving ballots in case the Meeting will be held in the form of absentee voting.

(The third paragraph was added by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

9.4. Votes on ballots that lack the signature of the person (representative of the person) entitled to participate in the Meeting will not be counted when determining a quorum for a Meeting conducted through absentee voting, and also when determining a quorum for a Meeting conducted in mixed form, if the vote on such a ballot was cast by sending it to the Company, which received this ballot not later than two days before the holding of the Meeting, except for cases established by regulatory acts related to the financial markets.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

9.5. Quorum for the Meeting (quorum for issues on the agenda of the Meeting) is determined proceeding from the number of outstanding (circulating and uncanceled) voting shares of the Company as at the date of **determining (formalizing)** persons entitled to participate in the Meeting, with the exception of:

(Amendment adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

shares, title to which has passed to the Company;

shares that constitute more than 30, 50 or 75 percent of the total number of outstanding ordinary shares in the Company, if such shares belong to a person that in accordance with the

requirements of the Federal Law *On Joint Stock Companies* is obligated to make a mandatory offer and has not sent a mandatory offer to the Company, and also its affiliates;

shares cancelled after the date of **determining (formalizing)** persons entitled to participate in the Meeting and before the date when the Meeting is conducted;

(Amendment adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

shares belonging to persons that in accordance with the Federal Law *On Joint Stock Companies* have an interest in the performance by the Company of a transaction (several related transactions), when determining a quorum for the issue of the approval of the transaction (several related transactions) of the Company in respect of which there is an interested party;

shares belonging to the members of the Board of Directors of the Company or persons holding positions in the management bodies of the Company, when a quorum is determined for the issue of the election of the Audit Commission of the Company.

When determining a quorum and counting votes, the part of the votes representing fractional shares are summed up without rounding.

9.6. When determining a quorum for a Meeting in which a person voting on shares circulating outside the Russian Federation in the form of depositary securities participates, only that quantity of shares circulating outside the Russian Federation in the form of depositary securities is taken into account in respect of which the given person has received instructions from the owners of depositary securities.

9.7. A Meeting held in mixed form is opened if by the time it is to be held there is a quorum on at least one of the agenda items of the Meeting. Registration of persons entitled to participate in the Meeting that have not registered to participate in the Meeting before its opening will end after the discussion of the last item on the agenda of the Meeting (last item on the agenda of the Meeting for which there is a quorum) is completed and before the start of the time allocated for voting by persons that have not voted before this time.

If by the time the Meeting is to be held a quorum is not available for any of the agenda items of the Meeting, the opening of the Meeting is deferred for 2 (two) hours.

The opening of the Meeting may not be deferred more than once.

In the absence of quorum, the date of a repeat Shareholders Meeting with the same agenda is announced.

A repeat Shareholders Meeting convened to replace a failed meeting is considered authorised (quorate) if shareholders (their representatives) participate that hold in aggregate at least 30 per cent of the votes conferred by outstanding voting shares of the Company.

9.8. Persons that have registered to participate in a Meeting held in mixed form are entitled to vote on all items on the agenda from the time of opening of the Meeting and until the time when votes on the items of the agenda of the Meeting begin to be counted. This rule does not extend to voting on the procedure for holding the Meeting.

After completion of the discussion on the last item on the agenda of the Meeting (last item on the agenda of the Meeting for which there is a quorum) and before the closure of the Meeting (start of vote counting), persons that have not voted before this moment are given time to vote.

9.9. A Meeting which at the time of opening has a quorum only for certain agenda items may not be closed if at the time registration is completed persons have registered whose registration ensures a quorum for taking decisions on other items on the agenda of the Meeting.

9.10. After completion of the discussion of the last agenda item of the Meeting for which there is a quorum, and before the start of the time allocated for voting by persons that have not voted before this moment, the persons present at the Meeting should be informed of the number of votes that belong to the persons registered and/or participating in the Meeting at this moment.

9.11. Ballots received by the Company and signed by a representative acting on the basis of a voting proxy will be deemed invalid if the Company or the Registrar receives a notification on the replacement (recall) of this representative not later than two days before the date of the Meeting.

9.12. Persons entitled to participate in the Meeting (including new representatives acting on the basis of a voting proxy) are to register to participate in the Meeting, and should be given ballots in the event that a notification on the replacement (recall) of the representative is received by the Company or the Registrar before the registration of the representative whose authorities are being cancelled.

9.13. If voting at the Meeting may be performed by sending completed ballots to the Company (for mixed meetings) and also in the event the Meeting is held in the form of absentee voting, at the request of the persons included in the list of persons entitled to participate in such Meeting, they are issued ballots with a notification of their repeat issue.

Any person entitled to participate in the Meeting (or a representative thereof) shall have the right to call for authorization by the Counting Commission of the copy of the ballot completed by him/her before the closing of the Meeting.

(The second paragraph was added by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

9.14. The invalidation of a ballot as regards voting on one, several, or all issues voted on using the given ballot, does not constitute grounds to exclude votes under this ballot when determining the existence of a quorum.

9.15. By agreement with the Presidium of the Meeting, the Meeting may be attended by representatives of state and public organisations and also the press.

9.16. The Meeting will be opened and run by the Chairman of the Board of Directors or Vice Chairman. Should they be absent, the Chairman of the Meeting will be appointed by the members of the Presidium from among their number.

(Wording of the first sentence as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

9.17. The working language of the Meeting is Russian.

9.18. The Meetings are held on business days, with breaks after every three hours of operation.

9.19. The Chairman of the Meeting is responsible to the shareholders for the normal running of the Meeting and for promptly putting the corresponding issues to a vote; ensures that the rules of order are followed; provides the floor to Meeting participants in the order in which applications are received; may change the order of speeches with an announcement of the reason for the change; has the right to warn the speaker and deprive them of the floor if the speaker violates the Meeting's rules.

9.20. Each agenda item is considered as follows:

- provision of the floor to the speaker;
- answers to questions;
- discussion;
- voting and counting of votes.

The announcement of voting results and of decisions on the issues under consideration is made at the end of the Meeting.

9.21. The time set aside for speeches, supporting presentations and closing remarks is established by the Chairman of the Meeting on agreement with the speaker, but may not exceed 40 minutes for a speech and 20 minutes for a supporting presentation.

9.22. Those taking part in debates are given up to five minutes, while up to three minutes is given for speeches on candidacies, on the procedure for holding the meeting and voting, statements, questions, proposals, announcements and reference information. Repeat speeches on the same topic will not be allowed.

Where necessary, provided there are no objections from the members of Presidium, the Chairman may extend the time for speeches. The shareholder or its representative has the right to begin a speech at the Meeting only after being given the floor by the Chairman.

9.23. Applications to be given the floor should be submitted in writing to the Presidium of the Meeting. The Chairman may also give the floor based on an oral request from a shareholder.

9.24. Members of the Board of Directors, the President and members of the Management Committee of the Company have the right to speak out of regular turn to provide reference material on any item on the agenda and speeches of participants in the debate.

10. Voting procedure

10.1. Voting at the Meeting on agenda items of the Meeting shall only proceed using ballots.

Voting on all issues, including procedural issues, proceeds on the principle of one voting share equals one vote, except for cases of cumulative voting in elections of members of the Board of Directors of the Company.

10.2. The Company will send to each person indicated in the list of persons entitled to participate in the Meeting ballots on all agenda items of the Meeting via mail, e-mail or by personal delivery to the shareholder against a signature no later than 20 days before the date of the Meeting, and if the agenda of the Meeting contains an item on the reorganization of the Company – no later than 30 days before said date. When determining quorum and voting results, ballots received by the Company by mail, e-mail with a certified electronic digital signature no later than 2 days before the date of the Meeting will be taken into account. In absentee voting, completed ballots should be received at the Company before the day that is the deadline for the receipt of ballots. The date of a Meeting held in the form of absentee voting is the date of the deadline for the receipt of ballots.

(Wording of the first paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

Where the number of persons entitled to participate in a Meeting is more than 500,000, ballot forms will be published in the newspaper *Rossiyskaya gazeta*.

(Wording of the second paragraph as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

10.3. The ballot should indicate:

the full trade name of the Company and its location;

the form for holding the Meeting (meeting or absentee voting);

the date, place, and time of the Meeting and the mailing address to which completed ballots may be sent, or in the event of a Meeting in the form of absentee voting, the date of the deadline for the receipt of ballots and the mailing address to which completed ballots should be sent;

the text of the decisions on each item (name of each candidate) that may be voted on using the ballot;

the options for voting on each agenda item, expressed as “for”, “against”, or “abstain”, and opposite each option a field for indicated the number of votes cast for each voting option;

a field for the signature of the shareholder (its representative) and a reminder that the ballot should be signed by the shareholder (its representative);

the number of votes belonging to the person entitled to participate in the Meeting. At the same time, if such a ballot is used to vote on two more agenda items of the Meeting and the number of votes that the person entitled to vote in the Meeting may cast on various items on the agenda of the Meeting does not coincide, then this ballot should indicate the number of votes that may be cast by the person entitled to participate in the Meeting for each agenda item of the Meeting.

10.4. The ballot should contain the following explanations:

the voter is entitled to select only one voting option, except in those cases when voting pursuant to the instructions of the persons that acquired shares after the date when persons entitled to participate in the Meeting were **determined (formalized)** or pursuant to the instructions of the owners of depositary securities;

if more than one voting option is marked on a ballot, the number of votes given to each voting option must be indicated in the fields for setting down the number of votes given for each option, and a note should be made indicating that voting is being performed pursuant to the instructions of the purchasers of shares that were transferred after the date when persons having the

right to participate in the Meeting were **determined (formalized)** and/or pursuant to the instructions of the owners of depositary securities;

a person voting on the basis of a voting proxy issued in respect of shares transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)** should indicate the number of votes given to a voting option in the appropriate field opposite the voting option, and make a note indicating that voting is being performed on the basis of a voting proxy for shares transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**;

if not all shares were transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**, the voter should indicate the number of votes given to a voting option in the appropriate field opposite the voting option and make a note indicating that part of the shares were transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**. If instructions of the buyers are received in relation to the shares transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**, and these instructions correspond to the voting option chosen, then these votes are tallied.

(Amendments adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

10.5. The ballot used for cumulative voting in the election of members of the Board of Directors of the Company, in addition to explaining the substance of cumulative voting, should also contain explanations that the fraction of a vote received as a result of multiplying the number of votes belonging to the shareholder owning a fractional share by the number of persons who will be elected to the Board of Directors of the Company may be cast only for a single candidate.

In the ballot used for cumulative voting, the voting options “for”, “against”, or “abstain” are indicated once in respect of all candidates included on the list of candidates for election to the Board of Directors of the Company, while opposite each candidate on this list there should be a field for stating the number of votes cast for this candidate.

The number of candidates among which votes are allocated in cumulative voting may exceed the number of persons who are to be elected to the Board of Directors of the Company.

10.6. If shares representing the right to vote at the Meeting circulate outside the Russian Federation in the form of securities of a foreign issuer, issued in accordance with foreign law and certifying the rights to such shares (depositary securities), voting on such shares must proceed only in accordance with the directives of the owners of the depositary securities and other persons exercising rights to depositary securities.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

10.7. Members of the Board of Directors and persons holding positions in other management bodies of the Company may not take part in voting to elect members of the Audit Commission.

11. Counting of votes

11.1. The results of voting on issues put to a vote are counted by the Counting Commission.

11.2. Votes are counted according to the number of votes for each item on which the shareholder has left only one of the possible voting options.

11.3. If a person voting on shares circulating outside the Russian Federation in the form of depositary securities has voted a number of votes not corresponding to the quantity of such shares, information on which was reported by this person in accordance with these Regulations to the Counting Commission, then these votes will not be taken into account when tallying voting results at the Meeting.

11.4. If when counting votes two or more completed ballots of the same person are discovered, in which different voting options are left on one and the same item on the agenda of the Meeting, then all such ballots will be declared invalid as regards voting on these items.

This rule does not extend to ballots signed by the person that issued the voting proxy in respect of shares transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**, and/or persons acting on the basis of such voting proxies, in which the fields for marking the number of votes cast for each voting option indicate the number of votes cast for the corresponding voting option and which contain the corresponding notes stipulated by point 10.4 of these Regulations.

(Amendment adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

11.5. When tallying votes in the election of the Audit Commission of the Company, votes on shares belonging to members of the Board of Directors and persons holding positions in the other management bodies of the Company are not counted.

If a ballot for the election of members of the Audit Commission of the Company shows a vote of “for” for a larger number of candidates than the number of persons to be elected to the Commission, the ballot is declared invalid as regards voting on this item.

This rule does not extend to ballots signed by a person voting on shares transferred after the date when persons entitled to participate in the Meeting were **determined (formalized)**, in accordance with the instructions received from the purchaser of such shares and/or a person voting on shares circulating outside the Russian Federation in the form of depositary securities, in accordance with the instructions received from the owners of depositary securities, and which contain the corresponding notes stipulated by point 10.4 of these Regulations.

(Amendment adopted by decision of the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

If the ballot for the election of members of the Audit Commission of the Company shows more than one voting option in respect of one or several candidates, then such ballot is declared invalid only as regards voting for the candidate (candidates), in respect of which more than one voting option was left.

11.6. If, simultaneous with the item on the election of the Audit Commission of the Company, the agenda of the Meeting also includes items on the election of members of the Board of Directors of the Company and/or the single-person executive body of the Company, then when tallying votes for the election of the Audit Commission of the Company, votes on shares belonging to candidates who were elected as members of the Board of Directors of the Company or to the position of single-person executive body of the Company are not taken into account. At the same time, votes on shares belonging to members of the Board of Directors and the single-person executive body of the Company whose powers have been terminated are taken into account when determining a quorum and counting votes for the election of the Audit Commission of the Company.

11.7. If the agenda of an extraordinary Meeting includes items on the early termination of the powers of members of the Board of Directors of the Company and on the election of a new Board of Directors of the Company, votes on the election of a new Board of Directors of the Company are not tallied if the decision on the early cancellation of the powers of the previously elected members of the Board of Directors of the Company does not pass.

11.8. Votes on ballots that lack the signature of a person (representative of a person) entitled to participate in the Meeting are not taken into account when tallying votes at the Meeting.

11.9. The results of voting and the decisions taken by the Meeting may be announced at the Meeting during which the voting was conducted, except for Meetings conducted in the form of absentee voting, and shall also be communicated to the persons included in the list of persons entitled to participate in the Meeting, in the form of a report on voting results, pursuant to the procedure stipulated for the notice of the holding of the Meeting, not later than four business days

after the date of closure of the Meeting, or the final date for accepting ballots, if the Meeting is conducted in the form of absentee voting.

If on the date of determining (formalizing) persons entitled to participate in the Meeting a shareholder registered in the Company's shareholder register is a nominee shareholder, information contained in the report on voting results will be provided in accordance with the rules set out in the securities laws of the Russian Federation for the provision of information and materials to persons who exercise rights to securities.

(Wording of the second paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

11.10. Based on the results of the conduct and voting of the Meeting, the minutes of the Meeting and the protocol of voting results of the Meeting are prepared, and a report on voting results is also prepared.

(Wording of the point as approved by the Annual General Shareholders Meeting on 26 June 2014, Minutes No.1)

11.11. The protocol of voting results is prepared by the Counting Commission not later than three business days after the closure of the Meeting or the deadline for the receipt of ballots when the Shareholders Meeting is held in the form of absentee voting.

12. Minutes of the Meeting

12.1. The minutes of the Meeting are compiled in two copies, not later than three business days after the closure of the Meeting. Both copies must be signed by the Chairman of the Meeting and the Secretary of the Meeting.

12.2. The minutes of the Meeting must indicate:

the full trade name and location of the Company;

the type of Meeting (annual or extraordinary);

the form for holding the Meeting (meeting or absentee voting);

the date when persons entitled to participate in the Meeting were determined (formalized);

(Wording of the fifth paragraph as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

the date the Meeting was held;

the location where the Meeting was held if conducted in mixed form (address at which the Meeting was held);

the agenda of the Meeting;

the time of the opening and closing of registration of persons entitled to participate in the Meeting held in mixed form;

the time of the opening and closing of the Meeting held in mixed form, and in the event that the decisions taken by the Meeting and the voting results were announced at the Meeting, also the time when votes began to be tallied;

mailing address (addresses) to which completed ballots were sent when the Meeting is held in the form of absentee voting, and also when the Meeting is held in mixed form, if voting on items included on the agenda of the Meeting could be performed by sending completed ballots to the Company;

number of votes held by the persons included in the list of persons entitled to participate in the Meeting for each agenda item of the Meeting;

number of votes attributable to the voting shares of the Company on each agenda item of the Meeting, as determined with due account for the provisions of point 9.5 of these Regulations;

number of votes belonging to the persons that took part in the Meeting, for each agenda item of the Meeting, with an indication of whether there was a quorum for each item;

number of votes cast for each of the voting options (“for”, “against”, and “abstained”) for each agenda item of the Meeting for which there was a quorum;
 wording of the decisions adopted by the Meeting, for each agenda item of the Meeting;
 key points of the speeches and the names of the speakers for each agenda item of the Meeting held in mixed form;
 the Chairman (Presidium) and Secretary of the Meeting;
 the date the minutes of the Meeting were compiled.

12.3. If the agenda of the Meeting includes an item on the approval by the Company of an interested-party transaction, the minutes of the Meeting must indicate:

the number of votes held by all persons included in the list of persons entitled to participate in the Meeting on this item who do not have an interest in the Company’s performance of this transaction;

the number of votes attributable to the voting shares of the Company, the owners of which do not have an interest in the Company’s performance of this transaction, as determined taking into account the provisions of point 9.5 of these Regulations;

the number of votes on this item held by persons participating in the Meeting that do not have an interest in the Company’s performance of the transaction;

the number of votes cast on this item for each of the voting options (“for”, “against”, and “abstained”).

12.4. The following must be attached to the minutes of the Meeting:

protocol on the results of voting at the Meeting;

documents adopted or approved by decision of the Meeting.

12.5. One copy of the minutes of the Meeting is held for storage in the Company’s archive, and one copy with the Secretary of the Company.

(Wording of the point as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

12.6. At the request of shareholders or their authorised representatives, the department of the Company responsible for shareholder relations will provide minutes of the Meeting for study.

12.7. If necessary, a copy of the minutes of the Meeting and/or an excerpt from the minutes of the Meeting will be issued and signed by the Secretary of the Company (in his/her absence, the Deputy Chief of Staff of PJSC “LUKOIL”) and certified by the round seal of the Company, intended for use in the activity of the Board of Directors of the Company. The excerpt shall indicate:

the date and number of the minutes;

the agenda item for which the excerpt was requested;

the fact of the existence of a quorum on the given agenda item and the results of voting thereon;

the resolutions adopted on the given agenda item.

(Wording of the first sentence as approved by the Annual General Shareholders Meeting on 23 June 2016, Minutes No.1)

The excerpt may also indicate other requested information contained in the minutes of the Meeting.

13. Approval and amendment of the Regulations

13.1. These Regulations and all amendments and addenda hereto must be approved by the General Shareholders Meeting of the Company by a majority vote of the shareholders participating in the Meeting.

13.2. Proposals on amendments and addenda to the Regulations must be made pursuant to the procedure stipulated by the Company Charter for making proposals for the agenda of an annual or extraordinary General Shareholders Meeting.

13.3. If as a result of a change in the legislation of the Russian Federation or the Company Charter, certain points of these Regulations come into conflict with them, these points will lose force, and until such time as amendments are made to these Regulations the said issues must be governed by the laws of the Russian Federation or the Charter of the Company.