

## **PJSC LUKOIL**

## CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

for the three-month period ended 31 March 2018

prepared in accordance with IFRS (unaudited)

These condensed interim consolidated financial statements were prepared by PJSC LUKOIL in accordance with IFRS and have not been audited by our independent auditor. If these condensed interim consolidated financial statements are audited in the future, the audit could reveal differences in our consolidated financial results and we can not assure that any such differences would not be material.



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## Independent Auditors' Report on Review of Condensed Interim Consolidated Financial Statements

To the Shareholders and Board of Directors

PJSC LUKOIL

#### Introduction

We have reviewed the accompanying consolidated statement of financial position of PJSC LUKOIL (the "Company") and its subsidiaries (the "Group") as at 31 March 2018, and the related consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the three-month period then ended, and notes to the condensed interim consolidated financial statements (the "condensed interim consolidated financial statements"). Management is responsible for the preparation and presentation of these condensed interim consolidated financial statements in accordance with IAS 34 Interim Financial Reporting. Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

## Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of condensed interim consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Audited entity: Public Joint Stock Company "Oil company "LUKOIL".

Registration No. in the Unified State Register of Legal Entities

Moscow, Russia

Independent auditor: JSC "KPMG", a company incorporated under the Laws of the Russian Federation, a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Registration No. in the Unified State Register of Legal Entities 1027700125628.

Member of the Self-regulated organization of auditors "Russian Union of auditors" (Association). The Principal Registration Number of the Entry in the Register of Auditors and Audit Organisations: No. 11603053203.

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#### PJSC LUKOIL

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## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed interim consolidated financial statements as at 31 March 2018 and for the three-month period then ended are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*.

Oussov A.I.

Director

JSC "KPMG"

Moscow, Russia

28 May 2018

		31 March 2018	31 December
	Note	(unaudited)	2017
Assets			
Current assets			
Cash and cash equivalents	6	296,755	330,390
Accounts receivable, net	7	377,190	418,272
Other current financial assets		47,208	19,561
Inventories	8	416,298	398,186
Prepaid taxes	9	85,796	87,338
Other current assets	10	57,144	54,367
Total current assets		1,280,391	1,308,114
Property, plant and equipment	12	3,588,523	3,575,165
Investments in associates and joint ventures	11	168,245	164,286
Other non-current financial assets	13	65,125	79,717
Deferred income tax assets		26,679	25,128
Goodwill and other intangible assets		41,344	41,304
Other non-current assets		34,879	32,501
Total non-current assets		3,924,795	3,918,101
Total assets		5,205,186	5,226,215
Liabilities and equity			
Current liabilities			
Accounts payable	14	507,063	559,977
Short-term borrowings and current portion of long-term debt	15	128,150	128,713
Taxes payable	17	122,599	118,484
Provisions	19	38,390	58,253
Other current liabilities	18	31,817	93,420
Total current liabilities		828,019	958,847
Long-term debt	16	481,240	487,647
Deferred income tax liabilities		243,716	237,980
Provisions	19	53,164	47,962
Other non-current liabilities		2,644	3,380
Total non-current liabilities		780,764	776,969
Total liabilities		1,608,783	1,735,816
Equity	20		
Share capital		1,151	1,151
Treasury shares		(251,089)	(251,089)
Additional paid-in capital		129,662	129,641
Other reserves		30,535	27,090
Retained earnings		3,678,385	3,576,158
Total equity attributable to PJSC LUKOIL shareholders		3,588,644	3,482,951
Non-controlling interests		7,759	7,448
Total equity		3,596,403	3,490,399
Total liabilities and equity		5,205,186	5,226,215

President of PJSC LUKOIL

Alekperov V.Y.

Chief accountant of PISC LUKOIL Verkhov V.A.

(Minions of Russian Fubics, unless otherwise noted)	Note	For the three months ended 31 March 2018 (unaudited)	For the three months ended 31 March 2017 (unaudited)
Revenues		,	,
Sales (including excise and export tariffs)	28	1,630,728	1,431,599
Costs and other deductions			
Operating expenses		(108,640)	(107,492)
Cost of purchased crude oil, gas and products		(891,429)	(742,569)
Transportation expenses		(66,055)	(73,714)
Selling, general and administrative expenses		(36,754)	(36,286)
Depreciation, depletion and amortisation		(87,690)	(80,774)
Taxes other than income taxes		(186,667)	(153,682)
Excise and export tariffs		(121,191)	(109,447)
Exploration expenses		(468)	(764)
Profit from operating activities		131,834	126,871
Finance income	22	3,514	3,299
Finance costs	22	(7,322)	(9,470)
Equity share in income of affiliates	11	5,249	3,730
Foreign exchange loss		(1,432)	(43,494)
Other income (expenses)	23	699	(2,487)
Profit before income taxes		132,542	78,449
Current income taxes		(18,237)	(12,756)
Deferred income taxes		(4,880)	(3,009)
Total income tax expense		(23,117)	(15,765)
Profit for the period		109,425	62,684
Profit for the period attributable to non-controlling interests		(367)	(378)
Profit for the period attributable to PJSC LUKOIL shareholders		109,058	62,306
Other comprehensive income (loss), net of income taxes  Items that may be reclassified to profit or loss:			
Foreign currency translation differences for foreign operations		3,694	(17,702)
Change in fair value of equity investments at fair value through other comprehensive income		(233)	(1,275)
Items that will never be reclassified to profit or loss:			
Remeasurements of defined benefit liability/asset of pension plan		(10)	25
Other comprehensive income (loss)		3,451	(18,952)
Total comprehensive income for the period		112,876	43,732
Total comprehensive income for the period attributable to non-controlling interests		(373)	(380)
Total comprehensive income for the period attributable to PJSC LUKOIL shareholders		112,503	43,352
Basic and diluted earnings per share of common stock attributable to PJSC LUKOIL shareholders (in Russian rubles):	20	153.68	87.39

## PJSC LUKOIL Consolidated Statement of Changes in Equity (unaudited) (Millions of Russian rubles)

	Share capital	Treasury shares	Additional paid-in capital	Other reserves	Retained earnings	Total equity attributable to PJSC LUKOIL shareholders	Non- controlling interests	Total equity
31 December 2017	1,151	(251,089)	129,641	27,090	3,576,158	3,482,951	7,448	3,490,399
Adjustment on adoption of IFRS 9, net of tax	-	-	-	-	(6,831)	(6,831)	-	(6,831)
1 January 2018	1,151	(251,089)	129,641	27,090	3,569,327	3,476,120	7,448	3,483,568
Profit for the period Other	-	-	-	-	109,058	109,058	367	109,425
comprehensive income	_	-	-	3,445	-	3,445	6	3,451
Total comprehensive income Changes in non-controlling interests			21	3,445	109,058	112,503	<b>373</b> (62)	112,876 (41)
interests	1 1 5 1	(251,000)		20.525	2 (50 205			
31 March 2018 31 December 2016	<b>1,151</b> 1,151	(2 <b>51,089</b> ) (241,615)	<b>129,662</b> 129,514	<b>30,535</b> 28,975	<b>3,678,385</b> 3,302,855	3,588,644 3,220,880	<b>7,759</b> 6,784	3,596,403
Profit for the period	-	-	-	-	62,306	62,306	378	62,684
Other comprehensive (loss) income	-	-	-	(18,925)	(29)	(18,954)	2	(18,952)
Total comprehensive (loss) income Changes in non-				(18,925)	62,277	43,352	380	43,732
controlling interests	_	_	142	_	_	142	(32)	110
31 March 2017	1,151	(241,615)	129,656	10,050	3,365,132	3,264,374	7,132	3,271,506

(Minions of Russian Tubles)	Note	For the three months ended 31 March 2018 (unaudited)	For the three months ended 31 March 2017 (unaudited)
Cash flows from operating activities		,	
Profit for the period attributable to PJSC LUKOIL shareholders		109,058	62,306
Adjustments for non-cash items:			
Depreciation, depletion and amortisation		87,690	80,774
Equity share in income of affiliates, net of dividends received		(4,270)	(2,396)
Dry hole write-offs		6	4
Loss on disposals and impairments of assets		1,620	3,265
Income tax expense		23,117	15,765
Non-cash foreign exchange loss		2,323	41,962
Non-cash investing activities		(16)	43
Finance income		(3,514)	(3,299)
Finance costs		7,322	9,470
Bad debt allowance		948	2,825
All other items – net		4,415	(4,036)
Changes in operating assets and liabilities:		, -	( ,,
Trade accounts receivable		33,570	20,173
Inventories		(24,946)	(2,062)
Accounts payable		(37,914)	(114,507)
Other taxes		5,143	9,907
Other current assets and liabilities		(23,709)	20,768
Income tax paid		(17,718)	(11,696)
Dividends received		1,462	557
Interests received		2,405	1,780
Net cash provided by operating activities		166,992	131,603
Cash flows from investing activities		100,552	131,003
Acquisition of licenses		(29)	(3)
Capital expenditures		(121,057)	(130,228)
Proceeds from sale of property, plant and equipment		288	162
Purchases of financial assets		(9,556)	(665)
Proceeds from sale of financial assets		2,595	2,894
Sale of subsidiaries, net of cash disposed		2,373	875
Sale of equity method affiliates		_	294
Acquisitions of equity method affiliates		(641)	
Net cash used in investing activities		(128,400)	(1,277)
Cash flows from financing activities		(120,400)	(127,948)
		2 571	12,036
Proceeds from issuance of short-term borrowings Principal repayments of short-term borrowings		2,571	,
		(5,410)	(5,399)
Proceeds from issuance of long-term debt		(2.260)	36,559
Principal repayments of long-term debt		(2,266)	(35,359)
Interest paid		(3,466)	(5,201)
Dividends paid on Company common shares		(60,868)	(53,952)
Dividends paid to non-controlling interest shareholders		(971)	(984)
Financing received from non-controlling interest shareholders		5	10
Sale of non-controlling interest		(70.404)	30
Net cash used in financing activities		(70,401)	(52,260)
Effect of exchange rate changes on cash and cash equivalents		(1,826)	(16,002)
Change in cash related to assets held for sale		-	(309)
Net decrease in cash and cash equivalents		(33,635)	(64,916)
Cash and cash equivalents at beginning of period		330,390	261,367
Cash and cash equivalents at end of period	6	296,755	196,451

#### Note 1. Organisation and environment

The primary activities of PJSC LUKOIL (the "Company") and its subsidiaries (together, the "Group") are oil exploration, production, refining, marketing and distribution. The Company is the ultimate parent entity of this vertically integrated group of companies.

The Group was established in accordance with Presidential Decree No. 1403, issued on 17 November 1992. Under this decree, on 5 April 1993, the Government of the Russian Federation transferred to the Company 51% of the voting shares of fifteen enterprises. Under Government Resolution No. 861 issued on 1 September 1995, a further nine enterprises were transferred to the Group during 1995. Since 1995, the Group has carried out a share exchange program to increase its shareholding in each of the twenty-four founding subsidiaries to 100%.

From formation, the Group has expanded substantially through consolidation of its interests, acquisition of new companies and establishment of new businesses.

#### Business and economic environment

The accompanying condensed interim consolidated financial statements reflect management's assessment of the impact of the business environment in the countries in which the Group operates on the operations and the financial position of the Group. The future business environments may differ from management's assessment.

#### Note 2. Basis of preparation

## Statement of compliance

The condensed interim consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. These condensed interim consolidated financial statements should be read in conjunction with the Group's consolidated financial statements for 2017 prepared in accordance with International Financial Reporting Standards ("IFRS").

Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last consolidated financial statements for 2017.

The accompanying condensed interim consolidated financial statements and notes thereto have not been audited by independent auditors, except for the consolidated statement of financial position at 31 December 2017.

The condensed interim consolidated financial statements were authorised by the President of the Company on 28 May 2018.

#### Functional and presentation currency

The functional currency of each of the Group's consolidated companies is the currency of the primary economic environment in which the company operates. The management has analysed factors that influence the choice of functional currency and has determined the functional currency for each Group company. For the majority of them the functional currency is the local currency. The functional currency of the Company is the Russian ruble ("RUB").

The presentation currency of the consolidated financial statements of the Group is the RUB. All financial information presented in the RUB has been rounded to the nearest million, except when otherwise indicated.

#### **Note 2. Basis of preparation (continued)**

The results and financial position of Group companies whose functional currency is different from the presentation currency of the Group are translated into presentation currency using the following procedures. Assets and liabilities are translated at period-end exchange rates, income and expenses are translated at rates which approximate actual rates at the date of the transaction. Resulting exchange differences are recognised in other comprehensive income.

## Note 3. Changes in accounting policies

The accounting policies adopted in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the consolidated financial statements for 2017 except for IFRS 9 *Financial instruments* and IFRS 15 *Revenue from Contracts with Customers* the Group has adopted with effect from 1 January 2018.

IFRS 9, issued in July 2014, replaced the existing guidance in IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. IFRS 9 replaced the current 'incurred loss' model with a forward-looking 'expected credit loss' model. The adoption of IFRS 9 resulted in recognition of additional provisions for impairment of receivables under the expected credit loss model. The overall impact of applying the standard resulted in recognition of additional allowance on accounts receivables recognized directly in equity in the amount of 6,831 million RUB net of deferred income tax at 1 January 2018. As permitted by IFRS 9 comparatives have not been restated.

IFRS 15, issued in May 2014, established a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced existing revenue recognition guidance, including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and IFRIC 13 *Customer Loyalty Programmes*. The core principle of the new standard is that an entity recognises revenue when a customer obtains control of the goods. Based on management's analysis performed the standard does not have a material effect on the Group's consolidated financial statements, no transition adjustment has been made and comparative information has not been restated.

## Note 4. Use of estimates and judgments

Preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are the following:

- estimation of oil and gas reserves;
- estimation of useful lives of property, plant and equipment;
- impairment of non-current assets;
- assessment and recognition of provisions and contingent liabilities.

#### Note 5. Income taxes

Before 2017, operations in the Russian Federation were subject to a Federal income tax rate of 2.0% and a regional income tax rate that varied from 13.5% to 18.0% at the discretion of the individual regional administration.

For the period from 2017 till 2020 (inclusive) operations in the Russian Federation are subject to a Federal income tax rate of 3.0% and a regional income tax rate that varies from 12.5% to 17.0% at the discretion of the individual regional administration. The Group's foreign operations are subject to taxes at the tax rates applicable to the jurisdictions in which they operate.

The Group's effective income tax rate for the periods presented differs from the statutory income tax rate primarily due to domestic and foreign tax rate differences and the incurrence of costs that are either not tax deductible or only deductible to a certain limit. Tax expense is recognised based on the management's best estimate of the weighted-average annual income tax rate expected for the full financial year multiplied by the pre-tax income of the interim reporting period.

The Company and its Russian subsidiaries file income tax returns in Russia. A number of Group companies in Russia are paying income tax as a consolidated taxpayers' group ("CTG"). This allows taxpayers to offset taxable losses generated by certain participants of a CTG against taxable profits of other participants of the CTG.

### Note 6. Cash and cash equivalents

	31 March 2018	31 December 2017
Cash held in RUB	66,035	70,611
Cash held in US dollars	209,430	239,405
Cash held in EUR	13,932	13,490
Cash held in other currencies	7,358	6,884
Total cash and cash equivalents	296,755	330,390

## Note 7. Accounts receivable, net

	31 March 2018	31 December 2017
Trade accounts receivable (net of allowances of 24,713 million RUB and 18,777 million RUB at 31 March 2018 and 31 December 2017, respectively)	349,320	393,073
Other current accounts receivable (net of allowances of 3,575 million RUB and 3,182 million RUB at 31 March 2018 and 31 December 2017, respectively)	27,870	25,199
Total accounts receivable, net	377,190	418,272

#### **Note 8. Inventories**

	31 March 2018	31 December 2017
Crude oil and petroleum products	361,623	345,216
Materials for extraction and drilling	20,727	19,925
Materials and supplies for refining	2,906	2,999
Other goods, materials and supplies	31,042	30,046
Total inventories	416,298	398,186

## Note 9. Prepaid taxes

	31 March 2018	31 December 2017
Income tax prepaid	12,626	13,543
VAT and excise tax recoverable	31,771	38,930
Export duties prepaid	9,183	15,418
VAT prepaid	28,068	15,655
Other taxes prepaid	4,148	3,792
Total prepaid taxes	85,796	87,338

## Note 10. Other current assets

	31 March	31 December
	2018	2017
Advance payments	16,513	17,487
Prepaid expenses	20,587	23,072
Other assets	20,044	13,808
Total other current assets	57,144	54,367

## Note 11. Investments in associates and joint ventures

Carrying value of investments in associates and joint ventures:

		Ownership			
Name of the company	Country	31 March 2018	31 December 2017	31 March 2018	31 December 2017
Joint Ventures:					_
Tengizchevroil	Kazakhstan	5.0%	5.0%	91,442	88,390
Caspian Pipeline Consortium	Kazakhstan	12.5%	12.5%	28,003	27,282
South Caucasus Pipeline Company	Azerbaijan	10.0%	10.0%	27,847	26,965
Others				432	474
Associates:					
Associates				20,521	21,175
Total			·	168,245	164,286

Note 12. Property, plant and equipment

	Exploration and production	Refining, marketing and distribution	Other	Total
Cost				
31 December 2017	3,902,267	1,236,552	72,543	5,211,362
Additions	90,076	11,203	261	101,540
Capitalised borrowing costs	2,559	-	_	2,559
Disposals	(2,534)	(1,694)	(59)	(4,287)
Changes in estimates of asset retirement	, , ,	,	,	, , ,
obligation	3,317	-	-	3,317
Foreign currency translation differences	(6,684)	7,383	(49)	650
Other	385	(281)	(41)	63
31 March 2018	3,989,386	1,253,163	72,655	5,315,204
Depreciation and impairment				
31 December 2017	(1,230,717)	(403,445)	(15,617)	(1,649,779)
Depreciation for the period	(67,164)	(23,987)	(935)	(92,086)
Disposals	1,011	973	17	2,001
Foreign currency translation differences	3,238	(2,660)	1	579
Other	3	540	12	555
31 March 2018	(1,293,629)	(428,579)	(16,522)	(1,738,730)
Advance payments for property, plant and equipment			, , ,	
31 December 2017	10,732	2,717	133	13,582
31 March 2018	9,124	2,693	232	12,049
Carrying amounts				
31 December 2017	2,682,282	835,824	57,059	3,575,165
31 March 2018	2,704,881	827,277	56,365	3,588,523
Cost	, ,	,	,	
31 December 2016	3,478,050	1,155,388	70,186	4,703,624
Additions	115,293	8,517	294	124,104
Capitalised borrowing costs	2,847	33	-	2,880
Transfer to assets held for sale	-	-	(91)	(91)
Disposals	(13,817)	(3,914)	(22)	(17,753)
Changes in estimates of asset retirement	, , ,		, ,	( ) /
obligation	2,714	-	-	2,714
Foreign currency translation differences	(77,262)	(22,328)	(921)	(100,511)
Other	921	(349)	(25)	547
31 March 2017	3,508,746	1,137,347	69,421	4,715,514
Depreciation and impairment				
31 December 2016	(1,058,116)	(307,641)	(11,794)	(1,377,551)
Depreciation for the period	(54,123)	(23,478)	(856)	(78,457)
Disposals	12,081	2,923	6	15,010
Foreign currency translation differences	40,010	8,072	246	48,328
Other	4	3	(3)	4
31 March 2017	(1,060,144)	(320,121)	(12,401)	(1,392,666)
Advance payments for property, plant and equipment				
31 December 2016	64,764	486	43	65,293
31 March 2017	54,566	488	41	55,095
Carrying amounts	7	-44		
31 December 2016	2 404 600	848,233	58,435	2 201 266
	2,484,698	040.233	20.433	3,391,366

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## **Note 12. Property, plant and equipment (continued)**

The cost of assets under construction included in Property, plant and equipment was 512,644 million RUB and 514,886 million RUB at 31 March 2018 and 31 December 2017, respectively.

## **Exploration and evaluation assets:**

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
1 January	86,134	69,829
Capitalised expenditures	8,519	9,011
Reclassified to development assets	(2,566)	(885)
Charged to expenses	(23)	(3)
Foreign currency translation differences	(71)	(639)
Other movements	(14)	
31 March	91,979	77,313

#### Note 13. Other non-current financial assets

	31 March 2018	31 December 2017
Long-term loans	55,646	69,840
including loans to associates	55,550	69,668
Non-current accounts and notes receivable	4,541	4,680
Other non-current financial assets	4,938	5,197
Total other non-current financial assets	65,125	79,717

All other non-current financial assets are measured at amortized cost.

## Note 14. Accounts payable

	31 March 2018	31 December 2017
Trade accounts payable	443,749	508,078
Other accounts payable	63,314	51,899
Total accounts payable	507,063	559,977

## Note 15. Short-term borrowings and current portion of long-term debt

	31 March 2018	31 December 2017
Short-term borrowings from third parties	12,713	15,499
Short-term borrowings from related parties	3,019	3,170
Current portion of long-term debt	112,418	110,044
Total short-term borrowings and current portion of long-term debt	128,150	128,713

Short-term borrowings from third parties include amounts repayable in US dollars of 1,551 million RUB and 5,235 million RUB and amounts repayable in other currencies of 11,162 million RUB and 10,264 million RUB at 31 March 2018 and 31 December 2017, respectively. The weighted-average interest rate on short-term borrowings from third parties was 14.07% and 11.30% per annum at 31 March 2018 and 31 December 2017, respectively. Approximately 12% of total short-term borrowings from third parties at 31 March 2018 are secured by inventories.

## Note 16. Long-term debt

	31 March 2018	31 December 2017
Long-term loans and borrowings from third parties	242,155	244,000
3.416% non-convertible US dollar bonds, maturing 2018	85,893	86,384
7.250% non-convertible US dollar bonds, maturing 2019	34,278	34,466
6.125% non-convertible US dollar bonds, maturing 2020	57,179	57,506
6.656% non-convertible US dollar bonds, maturing 2022	28,583	28,748
4.563% non-convertible US dollar bonds, maturing 2023	85,780	86,274
4.750% non-convertible US dollar bonds, maturing 2026	57,134	57,467
Finance lease obligations	2,656	2,846
Total long-term debt	593,658	597,691
Current portion of long-term debt	(112,418)	(110,044)
Total non-current portion of long-term debt	481,240	487,647

#### Long-term loans and borrowings

Long-term loans and borrowings from third parties include amounts repayable in US dollars of 191,341 million RUB and 194,251 million RUB and amounts repayable in euros of 50,814 million RUB and 49,749 million RUB at 31 March 2018 and 31 December 2017, respectively. This debt has maturity dates from 2018 through 2028. The weighted-average interest rate on long-term loans and borrowings from third parties was 4.28% and 4.33% per annum at 31 March 2018 and 31 December 2017, respectively. A number of long-term loan agreements contain certain financial covenants which are being met by the Group. Approximately 27% of total long-term loans and borrowings from third parties at 31 March 2018 are secured by shares of an associated company, export sales and property, plant and equipment.

In April 2018, a Group company redeemed non-convertible bonds totaling \$1.5 billion (85.9 billion RUB) in accordance with the conditions of the bond issue. The bonds were issued in 2013 with a maturity of 5 years and a coupon yield of 3.416% per annum.

#### Reconciliation of liabilities arising from financing activities

	Loans and		Capital lease	Other	
	borrowings	Bonds	obligation	liabilities	Total
31 December 2017	262,669	350,845	2,846	64,566	680,926
Changes from financing cash flows:					
Proceeds from issuance of short-term borrowings	2,571	-	-	-	2,571
Principal repayments of short-term borrowings	(5,410)	-	-	-	(5,410)
Principal repayments of long-term debt	(2,003)	-	(263)	-	(2,266)
Interest paid	-	-	-	(3,466)	(3,466)
Dividends paid on Company common stock	-	-	-	(60,868)	(60,868)
Total changes from financing cash flows	(4,842)	-	(263)	(64,334)	(69,439)
Other changes:					
Interest accrued	-	-	-	9,178	9,178
The effect of changes in foreign exchange rates	(131)	(2,042)	(1)	(141)	(2,315)
Other changes	191	44	74	(468)	(159)
Total other changes	60	(1,998)	73	8,569	6,704
31 March 2018	257,887	348,847	2,656	8,801	618,191

## Note 17. Taxes payable

	31 March 2018	31 December 2017
Income tax	8,536	8,963
Mineral extraction tax	45,962	47,175
VAT	34,231	34,147
Excise tax	21,745	17,750
Property tax	6,478	3,652
Other taxes	5,647	6,797
Total taxes payable	122,599	118,484

## Note 18. Other current liabilities

	31 March 2018	31 December 2017
Advances received	27,173	27,698
Dividends payable	440	62,254
Other	4,204	3,468
Total other current liabilities	31,817	93,420

## **Note 19. Provisions**

	Asset retirement obligation	Provision for employee compensations	Provision for environmental liabilities	Pension provisions	Provision for unused vacations	Other provisions	Total
31 March 2018	42,037	15,701	3,853	10,390	6,195	13,378	91,554
Incl.: Non-current	41,771	58	1,381	8,321	170	1,463	53,164
Current	266	15,643	2,472	2,069	6,025	11,915	38,390
31 December 2017	36,668	36,172	4,176	10,367	5,472	13,360	106,215
Incl.: Non-current	36,478	14	1,683	8,292	54	1,441	47,962
Current	190	36,158	2,493	2,075	5,418	11,919	58,253

## Assets retirement obligation:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
1 January	36,668	37,460
Provisions made during the period	1,276	760
Reversal of provisions	(28)	(17)
Provisions used during the period	(19)	(1,205)
Accretion expense	643	667
Change in discount rate	4,017	2,197
Changes in estimates	(493)	693
Foreign currency translation differences	(49)	(1,131)
Other	22	(7)
31 March	42,037	39,417

## Note 20. Equity

## Common shares

	31 March	31 December
	2018	2017
	(thousands	(thousands
	of shares)	of shares)
Authorised and issued common shares, par value of 0.025 RUB each	850,563	850,563
Treasury shares	(140,930)	(140,930)
Outstanding common shares	709,633	709,633

## Note 20. Equity (continued)

## Earnings per share

The weighted average number of outstanding common shares, used for calculation of earnings per share, was 709,633 and 712,933 thousand shares for the three months ended 31 March 2018 and 2017, respectively. There is no potential dilution in earnings available to common stockholders and as such diluted earnings per share are not disclosed.

## Note 21. Personnel expenses

Personnel expenses were as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Salary	31,320	31,409
Statutory insurance contributions	8,231	7,941
Share-based payments	190	(3,172)
Total personnel expenses	39,741	36,178

#### Note 22. Finance income and costs

Finance income was as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Interest income from deposits	1,543	810
Interest income from loans	1,426	1,967
Other finance income	545	522
Total finance income	3,514	3,299

Finance costs were as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Interest expenses	6,322	7,927
Accretion expenses	646	669
Other finance costs	354	874
Total finance costs	7,322	9,470

## Note 23. Other income and expenses

Other income was as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Gain on disposal of assets	189	210
Other income	4,437	4,608
Total other income	4,626	4,818

Other expenses were as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Loss on disposal of assets	1,809	3,475
Charity expenses	1,653	2,134
Other expenses	465	1,696
Total other expenses	3,927	7,305

## Note 24. Operating lease

At 31 March 2018 and 31 December 2017, Group companies had commitments related primarily to the lease of vessels, tank-cars, storage facilities and petroleum distribution outlets. Commitments for minimum rentals under these leases are payable as follows:

	31 March 2018	31 December 2017
Locathan a vicer	24,385	24,753
Less than a year	,	· · · · · · · · · · · · · · · · · · ·
1-5 years	55,613	54,917
More than 5 years	89,307	88,277
Total	169,305	167,947

## Note 25. Commitments and contingencies

## Capital commitments

At 31 March 2018, capital commitments of the Group relating to construction and acquisition of property, plant and equipment are evaluated as 398,078 million RUB.

#### Taxation environment

The taxation systems in the Russian Federation and other emerging markets where Group companies operate are relatively new and are characterized by numerous taxes and frequently changing legislation, which is often unclear, contradictory, and subject to interpretation. Often, differing interpretations exist among different tax authorities within the same jurisdictions and among taxing authorities in different jurisdictions. Taxes are subject to review and investigation by a number of authorities, who are enabled by law to impose substantial fines, penalties and interest charges. In the Russian Federation a tax year remains open for review by the tax authorities during three subsequent calendar years. However, under certain circumstances a tax year may remain open longer. Recent events within the Russian Federation suggest that the tax authorities are taking a more assertive position in their interpretation and enforcement of tax legislation. Such factors significantly increase taxation risks in the Russian Federation and other emerging markets where Group companies operate, comparing to other countries where taxation regimes have been subject to development and clarification over longer periods.

The tax authorities in each region of the Russian Federation may have a different interpretation of similar taxation issues which may result in taxation issues successfully defended by the Group in one region being unsuccessfully defended by the Group in another region. There is some direction provided from the central authority based in Moscow on particular taxation issues.

The Group has implemented tax planning and management strategies based on existing legislation. The Group is subject to tax authority audits on an ongoing basis, which is a normal practice in the Russian Federation and other republics of the former Soviet Union, and, at times, the authorities have attempted to impose additional significant taxes on the Group. Management believes that it has adequately met and provided for tax liabilities based on its interpretation of existing tax legislation. However, the relevant tax authorities may have differing interpretations and the effects on the consolidated financial statements, if the authorities were successful in enforcing their interpretations, could be significant.

#### Litigation and claims

In July 2015, the prosecutors with the Ploesti Court of Appeals (hereinafter the "Prosecutor's Office") charged the general director and several officers of PETROTEL-LUKOIL S.A., a Group company, with bad faith use of the company's credit and money laundering. Similar charges were brought against LUKOIL Europe Holdings B.V., a Group company, for 2010–2014. On 10 May 2016, the Prahova Tribunal lifted all preventive measures that were in effect against the accused individuals. Upon preliminary hearings the Prosecutor's Office revised the amount of damage claimed from \$2.2 billion (126.0 billion RUB) to \$1.5 billion (85.9 billion RUB). Currently the case is at the Prahova Tribunal. An expertise of all relevant issues of the criminal case was carried out during 2017, the results of which were accepted by the Tribunal on 12 February 2018. The final hearing on the case is scheduled for 11 June 2018.

## **Note 25. Commitments and contingencies (continued)**

Management of PETROTEL-LUKOIL S.A. and its tax and legal counsel are actively defending the lawful rights and interests of the refinery, and are providing all necessary opinions, clarifications and comments, as well as preparing an exhaustive set of evidence to fully rebut the charges brought by the Prosecutor's Office. Management does not believe that the outcome of this matter will have a material adverse effect on the Group's financial position.

LUKOIL Overseas Karachaganak B.V., a Group company, among other contractors, is involved in the disputes with the Republic of Kazakhstan with respect to cost recovery in 2010–2014 (the "CR") and the calculation of the "Fairness index" (the "FI") in accordance with the Final Production Sharing Agreement relating to the Contract Area of the Karachaganak Oil and Gas Condensate Field. In relation to the CR, the parties are making efforts to resolve the dispute through negotiations and in relation to the FI the parties are taking part in an arbitration which is at its initial stage, and management believes that the amounts of claims, as well as calculations of potential losses arising from these disputes to be preliminary and should not be disclosed in order to avoid any adverse impact of the disclosure on the arbitration process and the positions of the parties therein. At the same time management does not preclude the possibility of settlement of the FI related dispute and believes that the final outcome of the above mentioned disputes will not have a material adverse effect on the Group's financial position.

The Group is involved in various other claims and legal proceedings arising in the normal course of business. While these claims may seek substantial damages against the Group and are subject to uncertainty inherent in any litigation, management does not believe that the ultimate resolution of such matters will have a material adverse impact on the Group's operating results or financial condition.

#### Political situation

In July – September 2014, the United States ("US"), the European Union ("EU") and several other countries imposed a set of sanctions on Russia, including sectoral sanctions which affect several Russian oil and gas companies. The US has placed the Company onto the Sectoral Sanctions Identifications List subject to Directive 4 prohibits US companies and individuals from providing, exporting, or re-exporting directly or indirectly, goods, services (except for financial services), or technology in support of exploration or production for deepwater, Arctic offshore or shale projects that have the potential to produce oil in the Russian Federation, or in maritime area claimed by the Russian Federation and extending from its territory.

In August – October 2017, the US expanded abovementioned sanctions to include international oil projects initiated on or after 29 January 2018 that have the potential to produce oil in any location, and in which companies placed on the Sectoral Sanctions Identifications List (subject to Directive 4) have an ownership interest of 33% or more, or ownership of a majority of the voting interests.

Management believes that current sanctions do not have a material adverse effect on the Group's oil projects. The Company continues to monitor and evaluate potential risks for its operations in connection with sanctions.

The Group is exposed to political, economic and legal risks due to its operations in Iraq. Management monitors these risks and believes that there is no adverse effect on the Group's financial position that can be reasonably estimated at present.

## Note 26. Related party transactions

In the rapidly developing business environment in the Russian Federation, companies and individuals have frequently used nominees and other forms of intermediary companies in transactions. The senior management of the Company believes that the Group has appropriate procedures in place to identify and properly disclose transactions with related parties in this environment and has disclosed all of the relationships identified which it deemed to be significant. Related party sales and purchases of oil and oil products were primarily to and from associates and joint ventures. Other financial assets mostly represent loans given to associates and joint ventures.

## **Note 26. Related party transactions (continued)**

Outstanding balances with related parties:

	31 March 2018	31 December 2017
Accounts receivable	12,804	10,567
Other financial assets	93,437	82,288
<b>Total assets</b>	106,241	92,855
Accounts payable	30,766	6,696
Loans and borrowings	3,019	3,170
Total liabilities	33,785	9,866

Related party transactions were as follows:

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Sales of oil and oil products	6,831	3,457
Other sales	1,210	1,078
Purchases of oil and oil products	60,003	24,638
Other purchases	1,950	1,223
Loans given	8,930	662
Loans received	1,529	1,233

## Note 27. Compensation plan

During the period from 2013 to 2017, the Company had a compensation plan available to certain members of management, which was based on assigned shares and provided compensation consisting of two parts. The first part represented annual bonuses that were based on the number of assigned shares and amount of dividend per share. The payment of these bonuses was contingent on the Group meeting certain financial KPIs in each financial year. The second part was based upon the Company's common shares appreciation from 2013 to 2017, with rights vested in December 2017. The number of assigned shares for this compensation plan was approximately 19 million shares.

For the first part of the share plan the Group recognised a liability based on expected dividends and number of assigned shares. The second part of the share plan was also classified as liability settled. The grant date fair value of this part of the plan was estimated at 7.6 billion RUB, using the Black-Scholes-Merton option-pricing model. The fair value was estimated assuming a risk-free interest rate of 6.50% per annum, an expected dividend yield of 4.09% per annum, an expected time to maturity of five years and a volatility factor of 16.1%. The expected volatility factor for the annual weighted average share price was estimated based on the historical volatility of the Company's shares for the previous seven year period up to January 2013. Liability for the second part of the share plan was settled in January and February 2018.

Related to this share plan the Group recognised expense of 190 million RUB and income of 3,172 million RUB during the three months ended 31 March 2018 and 2017, respectively.

In late December 2017, the Company introduced a new compensation plan to certain members of management. The Group is currently in the process of implementing the program.

## Note 28. Segment information

The Group has the following operating segments – exploration and production; refining, marketing and distribution; corporate and other. These segments have been determined based on the nature of their operations. Management on a regular basis assesses the performance of these operating segments.

The exploration and production segment explores for, develops and produces primarily crude oil. The refining, marketing and distribution segment processes crude oil into refined products, purchases, sells and transports crude oil and refined petroleum products, refines and sells chemical products, produces steam and electricity, distributes them and provides related services.

## **Note 28. Segment information (continued)**

The corporate and other business operating segment includes activities of the Company and businesses beyond the Group's traditional operations.

Geographical segments are based on the area of operations and include two segments: Russia and International.

Operating earnings are supplemental non-IFRS financial measure used by management to evaluate segments performance. Operating earnings are defined as profit before finance income and expense, income tax expense, depreciation, depletion and amortisation.

## **Operating segments**

#### For the three months ended 31 March 2018

	Exploration and production	Refining, marketing and distribution	Corporate and other	Elimination	Consolidated
Sales and other operating					
revenues					
Third parties	50,306	1,574,634	5,788	-	1,630,728
Inter-segment	442,277	17,894	11,905	(472,076)	_
Total revenues	492,583	1,592,528	17,693	(472,076)	1,630,728
Operating expenses	64,668	56,497	3,434	(15,959)	108,640
Selling, general and					
administrative expenses	10,547	28,993	7,338	(10,124)	36,754
Profit (loss) for the period	87,006	18,383	(271)	3,940	109,058
Operating earnings	174,507	50,106	(496)	(444)	223,673
Income tax expense					(23,117)
Finance income					3,514
Finance costs					(7,322)
Depreciation, depletion and amortisation					(87,690)
Profit for the period attributable to PJSC LUKOIL shareholders					109,058

#### For the three months ended 31 March 2017

	Exploration and production	Refining, marketing and distribution	Corporate and other	Elimination	Consolidated
Sales and other operating					
revenues					
Third parties	33,862	1,387,585	10,152	-	1,431,599
Inter-segment	380,264	18,220	11,583	(410,067)	_
Total revenues	414,126	1,405,805	21,735	(410,067)	1,431,599
Operating expenses	63,880	53,065	5,020	(14,473)	107,492
Selling, general and					
administrative expenses	11,642	29,554	5,704	(10,614)	36,286
Profit (loss) for the period	55,741	38,157	(33,572)	1,980	62,306
Operating earnings	123,364	68,669	(30,853)	3,836	165,016
Income tax expense					(15,765)
Finance income					3,299
Finance costs					(9,470)
Depreciation, depletion and amortisation					(80,774)
Profit for the period attributable to PJSC LUKOIL shareholders					62,306

## **Note 28. Segment information (continued)**

## **Geographical segments**

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Sales of crude oil within Russia	13,618	8,902
Export of crude oil and sales of crude oil by foreign subsidiaries	477,751	396,420
Sales of petroleum products within Russia	188,501	162,370
Export of petroleum products and sales of petroleum products by foreign subsidiaries	855,207	777,048
Sales of chemicals within Russia	10,580	9,746
Export of chemicals and sales of chemicals by foreign subsidiaries	16,308	12,126
Sales of gas within Russia	8,330	7,033
Sales of gas by foreign subsidiaries	19,980	9,598
Sales of energy and related services within Russia	17,758	20,062
Sales of energy and related services by foreign subsidiaries	2,622	3,387
Other sales within Russia	10,179	10,277
Other export sales and other sales of foreign subsidiaries	9,894	14,630
Total sales	1,630,728	1,431,599

#### For the three months ended 31 March 2018

	Russia	International	Elimination	Consolidated
Sales and other operating revenues				
Third parties	276,411	1,354,317	-	1,630,728
Inter-segment	348,054	695	(348,749)	
Total revenues	624,465	1,355,012	(348,749)	1,630,728
Operating expenses	78,775	29,220	645	108,640
Selling, general and administrative expenses	21,876	15,803	(925)	36,754
Profit for the period	93,915	11,203	3,940	109,058
Operating earnings	179,947	38,774	4,952	223,673

## For the three months ended 31 March 2017

	Russia	International	Elimination	Consolidated
Sales and other operating revenues				
Third parties	236,321	1,195,278	-	1,431,599
Inter-segment	310,581	721	(311,302)	-
Total revenues	546,902	1,195,999	(311,302)	1,431,599
Operating expenses	80,424	24,138	2,930	107,492
Selling, general and administrative expenses	19,414	17,556	(684)	36,286
Profit for the period	37,421	22,905	1,980	62,306
Operating earnings	111,402	51,926	1,688	165,016

In the International segment the Group receives the most substantial revenues in Switzerland, the USA and Singapore.

	For the three months ended 31 March 2018	For the three months ended 31 March 2017
Sales revenues		
in Switzerland	791,585	684,985
in the USA	159,622	147,466
in Singapore	127,924	116,799

These amounts are attributed to individual countries based on the jurisdiction of subsidiaries making the sale.

#### Note 29. Fair value

There are the following methods of fair value measurement based on the valuation method:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3 – unobservable inputs.

The following tables show the carrying amounts and fair values of financial assets and financial liabilities included in the consolidated statement of financial position at 31 March 2018 and 31 December 2017:

	Fair value				
31 March 2018	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets:					
Commodity derivative contracts	15,830	-	15,830	-	15,830
Available for sale securities	4,850	-	-	4,850	4,850
Financial liabilities:					
Commodity derivative contracts	16,185	-	16,185	-	16,185
Loans and borrowings	593,658	359,185	-	254,839	614,024
			Fair value		
<b>31 December 2017</b>	Carrying amount	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b> Commodity derivative contracts	11,634	_	11,634	-	11,634
Available for sale securities	5,106	-	, -	5,106	5,106
Financial liabilities:					
Commodity derivative contracts	11,978	-	11,978	-	11,978
Loans and borrowings	597,691	368,811	-	260,214	629,025

The fair values of cash and cash equivalents (Level 1), current and long-term accounts receivable (Level 3) are approximately equal to their value as disclosed in the consolidated statement of financial position. The fair value of long-term receivables was determined by discounting with estimated market interest rates for similar financing arrangements. The fair value of long-term loans (Level 3) was determined as a result of discounting using estimated market interest rates for similar financing arrangements. These amounts include all future cash outflows associated with the long-term debt repayments, including the current portion and interest. Market interest rates mean the rates of raising long-term debt by companies with a similar credit rating for similar tenors, repayment schedules and other similar main terms. The fair value of bonds (Level 1) was determined based on market quotations at 31 March 2018 and 31 December 2017.