

COMPANY MANAGEMENT STRUCTURE



COMMITTEES OF THE BOARD OF DIRECTORS

Board of Directors

Audit Committee

Oleg Kutafin
Mikhail Bereznoi
Sergei Mikhailov

Purpose:

to make recommendations to the BoD concerning independent external and internal audit of financial accounts and appraisal of Company property

Responsibilities:

To prepare recommendations to the BoD concerning:

- selection of candidates for appointment as Company Auditor from among internationally recognized auditors with high professional reputation;
- supervision of any competition (tender) for choice of the Auditor, if such a competition is held;
- analysis and discussion with the Auditor of any significant questions arising during conduct of independent external audit of the Company;
- acquaintance with the Auditor's conclusions before the latter are presented to shareholders at the General Meeting of Shareholders;
- review of the most significant amendments to the Company's accounts as a result of the audit;
- efficiency of the Company's system of internal control and audit;
- assessment of the Company's risk management system;
- possible preliminary approval of the Company's annual report by the BoD;
- observance of audit procedures and assessment of the level of objectivity and independence of the Company Auditor;
- definition of a limit for the Auditor's remuneration, depending on the type and volume of his work, including services, which complement the actual audit.

Strategy and Investment Committee

Richard Matzke
Ravil Maganov
Donald Evert Walette
Igor Sherkunov

Purpose:

to make recommendations to the BoD on design of strategic development goals for the Company and to coordinate strategic planning activities with the BoD

Responsibilities:

To prepare recommendations to the BoD concerning:

- analysis of concepts, programs and plans for strategic development of the Company;
- assessment of Company policy in relations with investors and shareholders;
- decisions on the level of dividends to be recommended to shareholders, and procedure for dividend payment;
- distribution of Company profit and loss at the end of each year;
- Company policy with respect to its own securities;
- plans for Company reorganization;
- participation in holding companies, financial-industrial groups, associations and any other unified commercial organizations;
- major transactions, involving property that is equal in value to 25-50% of the balance-sheet value of Company assets on the day, when the decision on such transaction is taken;
- creation of Company subsidiaries and opening of representative offices, and closure of the same in the Russian Federation and foreign countries;
- use of Company reserves;
- use of non-core assets of the Company;
- change in the structure of Company asset management.

Personnel and Remuneration Committee

Alexander Shokhin
Sergei Mikhailov
Nikolai Tsvetkov

Purpose:

to prepare recommendations to the BoD on Company policy regarding personnel and regarding remuneration of managers and of the Company's auditing commission

Responsibilities:

To prepare recommendations to the BoD concerning:

- Company actions to do with personnel and remuneration of managers and of the Company's auditing commission;
- assessment of candidates to positions in the respective management positions in the Company;
- design of criteria for determining independence of any director in the BoD;
- analysis of results of work by members of Company management bodies and of the audit commission, particularly as concerns possible increase of remuneration paid to them and any other types of incentive;
- decision on a recommended level of remuneration to be paid to members of the auditing commission;
- advisability of reappointing members of the auditing commission;
- design of long-term programs of remuneration to Company employees, based on Company shares;
- significant conditions of contracts with members of the Company's executive bodies.

LUKOIL FINANCIAL POLICY AND SECURITIES

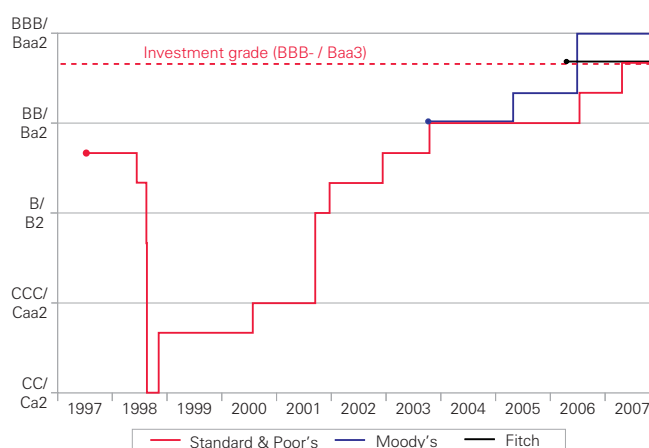
Financial policy

The main strategic mission of LUKOIL Group is to increase shareholder value. The Company therefore pursues a finance and credit policy aimed at minimizing the cost of capital deployed at reasonable risk levels. LUKOIL's finance and credit policy is tough and well-balanced, with strict controls over the volume and structure of Company debt. The policy includes a linkage between the scale of Company debt and the scale of its business.

In its financial policy LUKOIL strives to maintain the following ratios:

- Debt to capital – less than 30%
- Secured debt to total debt – less than 20%
- Debt under guarantee of the holding company to total debt – more than 80%
- Short-term debt to total debt – from 20 to 35%
- Debt at fixed interest to total debt – from 25 to 35%
- Total borrowings to EBITDA – less than 300%
- Net debt to equity – less than 55%
- Interest expense to EBITDA – less than 25%

Dynamics of LUKOIL credit rating



History of corporate borrowings

LUKOIL makes borrowings on Russian and international capital markets in order to achieve objectives of its financial and credit policy and, most importantly, to reduce the cost of capital in use. The market views the Company as a highly dependable borrower and offers LUKOIL better debt financing terms than are available to other privately owned Russian companies.

Bonds

Date		Maturity, years	Face value, roubles	Quantity, th. units	Annual coupon	Type of placement	Current status
13.07.95	Registered non-documentary bonds convertible to common shares	1	5,000	460	–	Open subscription	Cancelled at conversion in 1996 (1 bond = = 170 shares)
17.05.99	Documentary bearer bonds	4	1,000	3,000	6%*	Open subscription	Redeemed in 2003
16.04.04	Documentary bearer bonds	5	1,000	6,000	7.25%	Open subscription	Placed
23.11.06	Documentary bearer bonds	5	1,000	8,000	7.1%	Open subscription	Placed
23.11.06	Documentary bearer bonds	7	1,000	6,000	7.4%	Open subscription	Placed

Eurobonds

Date		Maturity, years	Face value, \$	Quantity, th. units	Annual coupon	Current status
06.05.97	Convertible eurobonds	5	1,000	230	3.5%	Redeemed in 2002
03.11.97	Convertible eurobonds	6	1,000	350	1%	Redeemed in 2003
29.11.02	Convertible eurobonds	5	1,000	350	3.5%	Redeemed in 2007
31.05.07	Eurobonds	10	100,000	5	6.356%	Placed
31.05.07	Eurobonds	15	100,000	5	6.356%	Placed

* Rate was subject to change depending on the dollar exchange rate.

LUKOIL shares

Shares of LUKOIL are among the most liquid and attractive instruments on the Russian stock market today and are also traded intensively on foreign markets (the London Stock Exchange, several German exchanges and the US over-the-counter market). Company market capitalization has grown by 5.6 times in the last 5 years, which is one of the best results among international oil & gas companies. LUKOIL is thus achieving one of its main strategic goals – to increase shareholder value and ensure full access to markets for investment capital.

In 2007 trading in Company shares represented 7% of trading on the RTS, 8% of trading on the MICEX and over 15% of trading in shares of foreign issuers on the IOB section of the LSE.

Authorized and issued share capital currently consists of 850.6 mln shares. Depositary Receipts have been issued on 69.6% of these shares. Over 50,000 individuals and legal entities worldwide are Company shareholders.

LUKOIL's dividend policy is characterized by strict observance of shareholder rights and maintenance of a balance of interests between shareholders and the Company. In accordance with the policy, LUKOIL pays out no less than 15% of consolidated net income under US GAAP as dividends each year, ensuring a high rate of return. The Company has increased its dividends per share year by year: the payment for 2007 was 42 roubles (\$1.80), which is nearly two times more than in 2003.

In 2007 LUKOIL continued its share buy-back program in 2007, spending \$712 million in the course of the year. The overall program envisages purchases with total value up to \$3 billion in the period from 2006 to 2008. This will bring additional income to LUKOIL shareholders by increasing the value of shares in circulation.

History of Company share capital

1993

The overall privatization plan is approved and a first issue of LUKOIL shares is registered, consisting of 8,184,213 common shares with par value of 1,000 roubles each.

The Russian Government takes 90.77% of share capital and remaining shares are distributed to employees or kept back for share swaps with subsidiaries.

1994

The first privatization sales of LUKOIL shares are held and organized trading of Company shares on the secondary market begins. As a result, the share of the Russian Government in share capital declines to 80.54%. A further 3,320,463 common shares and 379,527 preferred shares are issued, increasing share capital to 11,884,203 shares.

1995

The Company carries out 2 share splits, dividing one share with 1,000 roubles par value into 40 shares with par value of 25 roubles each. The first annual general meeting of shareholders decides on further issue of 189,364,351 common and 49,830,784 preferred shares, which are placed by closed subscription among shareholders of subsidiaries in exchange for shares of those subsidiaries in order to consolidate Company assets. As a result, Company share capital consists of 714,563,255 shares with par value of 25 roubles. The government stake in share capital decreases to 55% due to a number of auctions and cash sales, and due to the policy of consolidating subsidiaries. Atlantic Richfield Company (ARCO) becomes a major shareholder and a strategic partner of LUKOIL upon acquisition of a 6.3% stake in LUKOIL capital for \$250 mln through a purchase of convertible bonds and their further conversion into common shares.

LUKOIL share price, \$



1996

LUKOIL becomes one of the first Russian companies to place American Depositary Receipts (ADRs) on the international market. LUKOIL ADRs start trading on German stock exchanges and the US over-the-counter market. About 20% of Company share capital is converted into ADRs.

As part of the privatization program, bonds issued in 1995 are converted into LUKOIL shares owned by the Federal Government, representing 11% of share capital. This operation and further investment auctions and cash sales reduce the Government stake in LUKOIL share capital to 33%.

1997

Full consolidation of shares of main LUKOIL subsidiaries is completed through their exchange for shares of the Company. For this purpose a new issue of 19,800,000 common and 12,200,000 preferred shares is carried out. The shares are placed by subscription among shareholders of subsidiaries in exchange for shares of the subsidiaries. As a result, Company share capital increases by 4.5% to 746,563,255 shares. The Government stake in share capital declines to 27%.

1999

The Company issues 69,000,000 new common shares to be swapped for 11,500,000 preferred shares (at a rate of 1 preferred for 6 common). The swap increases share capital to 815,563,255 shares. The Government stake in share capital declines to 24%.

2000

In accordance with a Russian Government decision, a 9% stake in LUKOIL, owned by the Government, is sold via a commercial competition with investment conditions to the Cyprus company, Reforma Investment Ltd, for \$200.005 mln. A cash auction is also held, at which the Government sells 1% of the Company. As a result, the Government stake in LUKOIL declines to 14% by the end of the year.

2001

LUKOIL issues 35,000,000 new shares for conversion of Company eurobonds and for purchase of other assets. The new issue increases share capital by 4.3% to 850,563,255 shares. All of the Company's preferred shares are converted into common shares at a rate of 1 to 1 (in many cases at other companies, preferred shares were converted at rates of 1 to several, leading to dilution of share capital).

2002

LUKOIL becomes the first Russian Company to obtain a full secondary listing on the London Stock Exchange. Company common shares begin to trade on the LSE in ADR form.

A 5.9% Russian Government stake in LUKOIL is placed on the London Stock Exchange for \$775 mln. The Russian Government stake in the Company declines to 7.59% after the sale.

2003

Official LSE data in March 2003 show that LUKOIL shares are the most liquid instruments in their group: LUKOIL shares represent 36.6% of LSE trading in shares of companies from Central and Eastern Europe.

2004

The Property Ministry of the Russian Federation completes privatization of LUKOIL by offering the remaining 7.59% Government stake for sale at auction. An affiliate of the US company ConocoPhillips wins the auction, buying the stake for \$1.988 bln (\$30.76 per share). LUKOIL thus becomes fully privately owned.

2005

LUKOIL changes the ratio between Depositary Receipts and common shares in its two most liquid Depositary Receipt programs: from 1 Depositary Receipt representing 4 common shares to 1 Depositary Receipt representing 1 common share. The main purpose of the change is to increase liquidity and thus make Depositary Receipts more attractive for all types of investors.

2006

ConocoPhillips increases its stake in LUKOIL share capital to 20%, as stipulated in the Shareholder Agreement. LUKOIL decides to buy back its own shares to maximum value of \$3 bln in 2006–2008 (including \$782 mln in 2006).

2007

LUKOIL places two equal tranches of Eurobonds with maturities of 10 and 15 years for a total of \$1 billion. Coupon rate on the 10-year tranche was 6.356%, and the rate on the 15-year tranche was 6.656%. The Company continued its share buy-back program in 2007, spending \$712 million in the course of the year.

TAX ENVIRONMENT

LUKOIL's business is subject to taxation inside and outside Russia. The scale of the Company's business inside Russia means that its situation as a taxpayer is mainly defined by taxes, payable in that country. In 2003–2007 taxes paid in Russia represented more than 80% of all tax payments by LUKOIL. The main taxes paid by the Group are listed below.

Corporate income tax

Date introduced: 1992

Object: income received by an organization, reduced by incurred costs, defined in accordance with Russian tax law

Tax payers: Russian and foreign organizations, which carry out business or have a source of income in the Russian Federation

Tax rate: 20–24%

Impact on Company business: payment of income tax by the Company increased by 26.5% in 2007 compared with 2006 and totalled \$3,507 mln. The effective income tax rate in 2007 was 26.9%, which is higher than the maximum statutory rate of 24%. This is attributable to the fact that some costs incurred in the current period were not tax deductible or only deductible to a certain limit

Corporate property tax

Date introduced: 1992

Object: real estate and other property of organizations, which is classed on the balance sheet as fixed assets

Tax payers: Russian and foreign organizations, carrying out business and/or having property in Russia

Tax rate: set by regional parliaments; the maximum rate is 2.2%

Impact on Company business: Company spending on property tax in 2007 was \$313 mln, which is \$66 mln more than in 2006

Unified social tax

Date introduced: 2001

Object: wages and other disbursements paid to individuals under employment and other civil law contracts (except those paid to individual entrepreneurs)

Tax payers: entities, which make the above payments and disbursements to individuals (employees)

Tax rate: regressive scale (maximum rate – 26%, on taxable annual wages and disbursements per employee up to a level of

280,000 roubles, calculated cumulatively from the start of the year)

The unified social tax is paid to the federal budget, to the social insurance fund and to medical insurance fund

Impact on Company business: Company spending in 2007 on social taxes and charges was \$442 mln, which is 24.2% more than in 2006

Mineral extraction tax (oil)

Date introduced: 2002

The mineral extraction tax replaced three forms of payment for use of mineral resources, which existed previously – sub-soil resource tax, payments to finance replacement of mineral resources, and excise payments on oil and gas condensate.

Object: mineral resources, extracted on territory under Russian jurisdiction

Tax payers: organizations and individual entrepreneurs, who qualify as extractors of minerals under Russian law

Base tax rate (2005–2007): 419 roubles per ton (applicable tax rate is calculated each month using a coefficient which reflects changes in world prices for oil)

Average rate in 2007: 2,472.7 roubles per ton

Impact on Company business: the mineral extraction tax, together with export duties, is the most significant part of the tax burden on oil companies. In 2007 LUKOIL paid \$8.48 bln as mineral extraction tax (30% of total tax payment by the Company)

Mineral extraction tax (gas)

Date introduced: 2002

Object: gas produced on territory under Russian jurisdiction

Tax payers: organizations and individual entrepreneurs, who qualify as extractors of minerals under Russian law

Tax rate (2007): 147 roubles per th. cm for natural gas and 0 roubles per th. cm for associated petroleum gas

VAT

Date introduced: 1992

Object: sale and transfer of goods, services and property rights inside Russia as well as construction and assembly work for the

From **January 1, 2007 a new law introduced differentiations in the mineral extraction tax**, setting a zero rate for extraction in territories located wholly or partially in the Eastern Siberian oil & gas province (Republic of Sakha (Yakutia), Irkutsk Region, Krasnoyarsk Territory). The zero rate applies until the cumulative volume of oil production reaches 25 mln tons, or the development period exceeds 10 or 15 years depending on the license type. The same tax benefit is available for high-viscosity oil. Also, progressively lower tax rates are set for fields with exhaustion levels higher than 80% (will be applied after development of application practice). The specific tax rate for oil production is the same as in 2006, 419 roubles per ton. This rate is amended using a coefficient that reflects movement of international oil prices and exhaustion levels at specific production locations.

Company's own consumption and import of goods across the Russian customs area

Tax payers: organizations, individual entrepreneurs

Tax rate: 18%; a lower rate of 10% is applicable for taxation of basic food goods, medical goods, goods for children, printed periodicals and books related to education, science and culture; 0% rate is applicable to export operations

Excise (petroleum products)

Date introduced: 1992

Object: sale of products liable to excise in Russia

Products liable to the tax: automobile gasoline; diesel fuel; motor oils for diesel and (or) carburettor (injection) engines; naphtha

Payers: organizations and individual entrepreneurs (since January 1, 2007 – refineries, but not organizations selling petroleum products as in 2003–2006)

Rate: excise rates for petroleum products are reviewed annually by the Russian Government. However, the Government has kept rates unchanged in 2007 in order to limit domestic price rises for gasoline

Petroleum products excise (2005–2007), roubles per ton

High-octane gasoline	3,629
Low-octane gasoline	2,657
Naphtha	2,657
Motor oils	2,951
Diesel fuel	1,080

Impact on Company business: excises paid by LUKOIL on sale of petroleum products in Russia totalled \$0.73 bln in 2007. Besides, \$3.47 bln were paid abroad

Export duties (oil)

Date introduced: 1992

Object: oil and gas condensate transported beyond the borders of Russia

Payers: organizations exporting oil and gas condensate from Russia

Rate: changes every 2 months depending on oil prices

Average rate in 2007: \$206.7 per ton

Impact on Company business: total duties paid on exports of oil and petroleum products in 2007 were \$10.83 bln (39% of total tax paid by the Company), which is an increase of 7.0% compared to 2006

Export duties (petroleum products)

Date introduced: 1992

Object: petroleum products transported beyond the borders of Russia

Payers: organizations exporting petroleum products from Russia

Rate: different rates apply for different petroleum products types (light and dark), and rates are subject to change by the Russian Government depending on changes in prices for oil
Average rate in 2007: \$151.6 per ton for light products and \$81.6 per ton for dark products

Export duties (gas)

Date introduced: 1992

Object: gas transported beyond the borders of Russia

Payers: organizations exporting gas from Russia

Rate: natural gas in a gaseous state is liable to export duty at 30% of its value for customs purposes; a zero rate for customs duties on export of liquefied natural gas was introduced in 2006 (previously 40 euros per ton)

Tax on income received as dividends

Date introduced: 1992

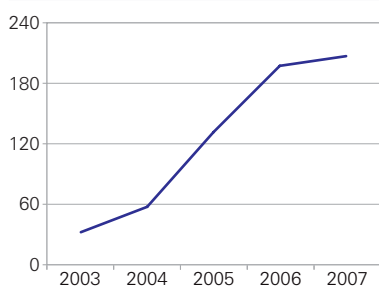
Object: income received as dividends

Tax payers: Russian and foreign organizations and individuals

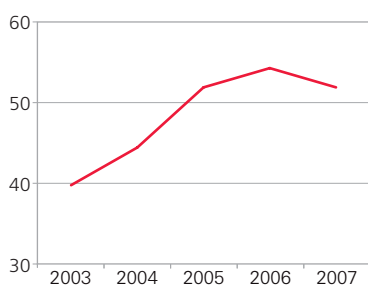
Tax rate: 9% of dividends paid by Russian organizations to Russian organizations and by Russian and foreign organizations to Russian individuals; 15% of income received in the form of dividends by foreign organizations from Russian organizations, and by Russian organizations from foreign organizations; 30% of income received in the form of dividends by foreign individuals from Russian organizations

Impact on Company business: Russian tax legislation allows offsetting of tax paid by LUKOIL on dividends from its subsidiaries and dependent companies when the Company pays dividends to its shareholders. This way of avoiding dual taxation means that Russian shareholders of LUKOIL will not have to pay or will pay less tax on dividends under certain conditions

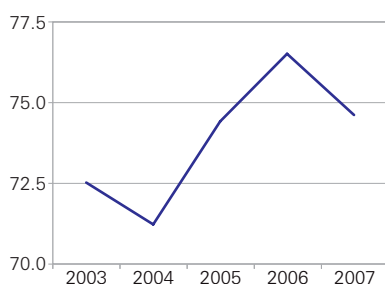
Average crude oil export tariff, \$ per ton



Share of taxes, excises and export tariffs in sales after cost of purchased crude oil and petroleum products, %



Share of taxes, excises and export tariffs in income before their payment, %


Mineral extraction tax (MET), \$ per ton

$$MET = \frac{\text{Base tax rate} \times (\text{Oil price} - \text{Base oil price}) \times \text{Reserve exhaustion rate}^*}{\text{Base exchange rate (RUR/USD)} \times \text{Base oil price}}$$

		2004	2005–2007
Oil price	\$ per barrel	Urals oil price	
Base oil price	\$ per barrel	8	9
Base tax rate	roubles per ton	347	419
Base rouble/\$ exchange rate	rouble/\$	31.5	29.0

* From January 1, 2007.

The rate of the mineral extraction tax changes each month. For example, the tax rate for June is calculated in July based on the average international market price for Urals crude in June.

Crude oil export tariff, \$ per barrel

Oil price (P), \$ per barrel	Tariff rate, \$ per barrel	
	before June 2004	after June 2004
$P < 15$	0	0
$15 < P < 20$	$(P - 15) \times 35\%$	$(P - 15) \times 35\%$
$20 < P < 25$	$(P - 15) \times 35\%$	$1.75 + (P - 20) \times 45\%$
$P > 25$	$3.5 + (P - 25) \times 40\%$	$4.0 + (P - 25) \times 65\%$

The export tariff rate on crude oil is revised every two months. For example, the export tariff rate for April–May is calculated in March based on the average price of Urals oil on the international market in January–February.

Dependence of crude oil export tariff rate and mineral extraction tax rate on oil prices (model applied in 2005–2007), \$ per barrel
