

APPROVED

**by the Extraordinary General Shareholders Meeting
of the Open Joint Stock Company “Oil company “LUKOIL”
of 24 January 2005 (Minutes No. 1)**

Chairman of the Meeting

V.I. Grayfer

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

to the Charter of the Open Joint Stock Company

“Oil company “LUKOIL”

1. Sub-clause 5.6.7 shall be amended to read as follows:

“5.6.7 receive a portion of the Company's net profits (dividend), provided that each share of the same category (type) shall grant to its holder the same measure of rights as to receiving dividends in the amount, form and within terms established by a Shareholders meeting”.

2. Sub-clause 8.2.16 shall be amended to read as follows:

“8.2.16 adoption of decisions on:

8.2.16.1 approval of major transactions involving acquisition, disposal or the possibility of disposal by the Company of assets with the value exceeding 50 percent of the book value of the Company's assets according to its financial statements as of the latest reporting date, with the exception of transactions completed in the ordinary course of the Company's business, transactions related to placement by the Company of ordinary shares by means of subscription (sale) and transactions related to placement of issuable securities convertible into Company's ordinary shares;

8.2.16.2 approval in accordance with the procedure provided for by Article 79 of the Federal Law “On Joint Stock Companies” of a transaction or a series of related transactions with a value exceeding 50 per cent of the book value of the Company's assets according to the Company's financial statements as of the latest reporting date involving acquisition, disposal or the possibility of disposal of capital assets in the sphere of production and processing of oil, gas and gas condensate, refined products marketing facilities, hydrocarbon transportation facilities and shares (participatory shares) in business entities holding such assets and/or rights for exploration or production of hydrocarbon resources. No approval under this sub-clause shall be required if such transactions or a series of related transactions are subject to approval under sub-clause 8.2.16.1 of clause 8.2 hereof;

8.2.16.3 approval of a transaction or a series of related transactions requiring approval under decision of the Board of Directors in accordance with sub-clauses 9.7.17 and 9.7.18 of clause 9.7 of this Charter, if the Board of Directors has not reached unanimity on the issue;”.

3. Clause 8.16 shall be amended to read as follows:

“8.16. Decisions on issues provided for in sub-clauses 8.2.1, 8.2.2, 8.2.3, 8.2.5, 8.2.6.2, 8.2.6.3, 8.2.16.1, 8.2.16.2, 8.2.17 and 8.2.20 of clause 8.2 hereof should be adopted by a three quarters majority vote of shareholders holding voting shares and present at the Shareholders Meeting.”.

4. Clause 8.17 shall be amended to read as follows:

“8.17. Decision on the issues specified in sub-clauses 8.2.2, 8.2.3, 8.2.6, 8.2.14, 8.2.15, 8.2.16, 8.2.17, 8.2.18, 8.2.19 and 8.2.20 of clause 8.2 hereof shall be made by the Shareholders Meeting only pursuant to the proposal of the Board of Directors.”.

5. Clause 9.7 shall be amended to read as follows:

“9.7. The following issues shall be referred to the authority of the Board of Directors:

9.7.1 definition of priorities of Company’s activities;

9.7.2 convocation of the annual and extraordinary Shareholders Meetings of the Company except for cases provided for by the laws of the Russian Federation;

9.7.3 approval of the agenda of the Shareholders Meeting and including the following items on the agenda upon a proposal of the Board of Directors:

9.7.3.1. the issue provided for in sub-clause 8.2.2 of clause 8.2 hereof;

9.7.3.2. the issue provided for in sub-clause 8.2.3 of clause 8.2 hereof;

9.7.3.3. the issues provided for in sub-clauses 8.2.6 and 8.2.20 of clause 8.2 hereof;

9.7.3.4 issues provided for in sub-clauses 8.2.14 – 8.2.19 of clause 8.2 hereof;

9.7.3.5 other issues in accordance with the laws of the Russian Federation;

9.7.4 setting the date for compiling the list of persons entitled to participate in the Shareholders Meeting, as well as other matters related to preparation and holding of the Shareholders Meeting provided for by the laws of the Russian Federation;

9.7.5 deciding on the following issues relating to an increase of the Company's Charter Capital:

9.7.5.1 increase of the Company's Charter Capital by way of placement of additional shares within the quantity and classes (types) of the authorized shares, except for the cases provided for in sub-clause 8.2.6 of clause 8.2 hereof;

9.7.5.2. making amendments and supplements to this Charter related to the increase of the Company’s Charter Capital in the events provided for by legislation of the Russian Federation and this Charter;

9.7.6 placement of bonds and other issuable securities by the Company, including securities convertible into the Company's shares, except as provided for in sub-clause 8.2.20 of clause 8.2 hereof;

9.7.7 determination of the value (monetary value) of assets, price of placement and redemption of issuable securities in accordance with the laws of the Russian Federation;

9.7.8 approval of a decision on securities issue, a prospectus of securities issue and a report on the results of securities issue;

9.7.9 acquisition of shares, bonds and other issuable securities placed by the Company, except for cases provided for in sub-clause 8.2.17 of clause 8.2 hereof;

9.7.10 formation of the Management Committee – the Company's collective executive body, termination of its members’ powers before the expiration of their term, determination of the principal terms of agreements entered into the President and members of the Management Committee;

9.7.11 recommendation on the amount of remuneration and compensation payable to the members of the Company's Audit Commission and determination of the amount of the Auditor's fee;

9.7.12 recommendation on the amount of dividend on shares and the procedure for its payment;

9.7.13 recommendations to shareholders at the initiative of the Board of Directors on voting on issues included in the agenda of the Shareholders Meeting;

9.7.14 use of the reserve and other funds of the Company;

9.7.15 approval of the internal corporate documents other than those the approval of which falls within the authority of the Shareholders Meeting and the Company's executive bodies;

9.7.16 establishment of branches and representative offices of the Company and their liquidation, and amending the Company's Charter accordingly;

9.7.17 approval of major transactions involving assets with a value of 25 to 50 percent of the book value of the Company's assets according to its financial statements as of the latest reporting date with the exception of transactions made during the usual course of the Company's business, transactions related to placement of the Company's ordinary shares by way of subscription (sale) and transactions related to placement of issuable securities convertible into the Company's ordinary shares;

9.7.18 approval in accordance with the procedure provided for by Article 79 of the Federal Law "On Joint Stock Companies" of a transaction or a series of related transactions with a value of 25 per cent to 50 per cent of the book value of the Company's assets according to the Company's financial statements as of the latest reporting date involving acquisition, disposal or the possibility of disposal of assets in the sphere of production and processing of oil, gas and gas condensate, refined products marketing facilities, hydrocarbon transportation facilities and shares (participatory shares) in business entities holding such assets and/or rights for exploration or production of hydrocarbon resources. No approval under this sub-clause shall be required if such transactions or a series of related transactions are subject to approval under sub-clause 9.7.17 of clause 9.7 hereof;

9.7.19 approval of a transaction or a series of related transactions relating to acquisition, disposal or the possibility of disposal of assets with a value of 10 to 25 per cent of the book value of the Company's assets according to its financial statements as of the latest reporting date with the exception of transactions made during the usual course of the Company's business;

9.7.20 approval of a transaction or a series of related transactions with a value exceeding 7.5 per cent of the consolidated value of assets of the Company according to the latest published consolidated financial statements of OAO "LUKOIL" (within this Charter, the "consolidated financial statements of OAO "LUKOIL"" shall mean consolidated financial statements of the Company prepared in accordance with the US Generally Accepted Accounting Principles) which do not relate to the main types of the Company's activities, referred to in the following sub-clauses of clause 3.2 of this Charter:

9.7.20.1. in sub-clause 3.2.1 (except for consumer goods and services supplied);

9.7.20.2 in sub-clause 3.2.2 to the extent such activities are aimed at financing operations of the Company and its subsidiaries in the sphere of exploration of oil, gas and other fields, geological survey of subsoil, drilling wells, production, transportation and processing of oil and gas, manufacture of petroleum, petrochemical and other products, sales of oil, petroleum products, petroleum derivatives and other raw material derivatives (including sales to consumers and export deliveries), as well as construction, upgrade and operation of oil and gas extraction, transportation and refining facilities, production and sale of oil, gas, petroleum products and petrochemicals facilities;

9.7.20.3 in sub-clause 3.2.4;

9.7.20.4 in sub-clause 3.2.6 to the extent such activities relate to exploration of oil, gas and other fields, geological survey of subsoil, drilling wells, production, transportation and processing of oil and gas, manufacture of petroleum, petrochemical and other products, sales of oil, petroleum products, petroleum derivatives and other raw material derivatives (including sales to consumers and export deliveries), as well as construction, upgrade and operation of oil and gas extraction, transportation and refining facilities, production and sale of oil, gas, petroleum products and petrochemicals facilities;

9.7.20.5 in sub-clauses 3.2.8 and 3.2.9;

9.7.21 approval of interested party transactions involving, in accordance with the Russian law, members of the Board of Directors, persons holding offices in other management bodies of the Company, shareholders holding together with their affiliated persons 20 or more percent of the voting shares, except for transactions specified in sub-clause 8.2.15 of clause 8.2 hereof;

9.7.22 approval of the Company's Registrar and the terms of the agreement with the Registrar, termination of such agreement;

9.7.23 regulation of the activities of the Company's Arbitration Tribunal;

9.7.24 formation of committees and commissions of the Board of Directors, approval of internal regulations governing formation and proceedings of such committees and commissions;

9.7.25 making decisions on filing by the Company with a commercial (arbitrazhny) court of a petition on recognizing the Company as a bankrupt, as well as submission to other bodies of the Company for consideration of issues on which the Company makes decisions in accordance with insolvency (bankruptcy) laws, except if the Company or the President of the Company is obligated to undertake relevant actions under insolvency (bankruptcy) laws;

9.7.26 approval by the Board of Directors of a transaction or a series of related transactions entered into by a Significant Subsidiary for the amount exceeding 7.5 per cent of the consolidated value of assets of the Company according to the latest published consolidated financial statements of OAO "LUKOIL".

No approval pursuant to this sub-clause shall be required, if such transaction or a series of related transactions: (a) are completed in connection with any reorganization (merger, accession, split-up, spin-off, transformation) of a Significant Subsidiary, placement of Significant Subsidiaries' shares or participatory shares to be paid for by shares or participatory shares in any other Company's subsidiaries, placement of the Significant Subsidiaries shares by way of conversion of shares in other Company's subsidiaries into the Significant Subsidiaries' shares being placed or other similar transactions as a result of which the Company will be entitled to dispose directly or indirectly of more than 50 per cent of shares (participatory shares) in the charter capital of the Significant Subsidiary or an entity (entities) created as a result of its reorganisation; or (b) are completed between a Significant Subsidiary and the Company or between a Significant Subsidiary and another entity in which the Company's direct or indirect participation is 90 per cent or more.

Within this Charter a "Significant Subsidiary" shall mean a subsidiary (with the Company's direct or indirect participation in its charter capital) with respect to which any of the following tests is met:

(a) the investment of the Company and its subsidiaries in such subsidiary (including its subsidiaries) (contributions to the charter and additional capital as well as granted credit facilities and loans) exceeds 10 per cent of the consolidated value of assets of the Company;

(b) the assets of such subsidiary (including its subsidiaries) (after deduction of mutual indebtedness and counterclaims relating to the Company and its subsidiaries) represent in excess of 10 per cent of the consolidated value of assets of the Company; or

(c) the income (before income taxes) of such subsidiary (including its subsidiaries) represents in excess of 10 per cent of the consolidated income of the Company (before income taxes).

The foregoing tests shall be applied with reference to the latest published annual consolidated financial statements of OAO "LUKOIL";

9.7.27 making decisions on the issue of liquidation of a Significant Subsidiary of the Company;

9.7.28 making decisions on the issue of reorganisation of a Significant Subsidiary by way of merger or accession.

No decision under this sub-clause shall be required if as a result of reorganisation of a Significant Subsidiary by way of merger or accession the aggregate direct and/or indirect participation of the Company in the charter capital of the Significant Subsidiary or an entity (entities) created as the result of its reorganisation is 90 per cent or more;

9.7.29 making decisions on any actions by a Significant Subsidiary relating to filing by a Significant Subsidiary of a bankruptcy petition or any other actions under the insolvency (bankruptcy) laws, except if the Company, the Significant Subsidiary or their managers (executive bodies) are obligated to take respective actions under the applicable insolvency (bankruptcy) laws;

9.7.30 other issues provided for in the laws of the Russian Federation and this Charter.".

6. Clause 9.8 shall be amended to read as follows:

"9.8. The procedure for making decisions by the Board of Directors:

9.8.1. The Board of Directors shall make decisions by a majority vote of those participating in the meeting, unless otherwise provided for in this Charter and the laws of the Russian Federation. In case of a tie, the Chairman shall have the casting vote;

9.8.2. Decisions on the following issues should be taken unanimously by all members of the Board of Directors (without taking into account votes of the members withdrawn from the Board of Directors):

9.8.2.1. the issue provided for in sub-clause 9.7.2 of clause 9.7 hereof, if the agenda of the Shareholders Meeting includes amending sub-clauses 3.2.1, 3.2.2, 3.2.4, 3.2.6, 3.2.8, 3.2.9 of clause 3.2, sub-clause 5.6.7 of clause 5.6, sub-clauses 8.2.16.1, 8.2.16.2 of clause 8.2, sub-clauses 9.7.3.1-9.7.3.3, 9.7.5.1, 9.7.12, 9.7.13, 9.7.17, 9.7.18, 9.7.20 and 9.7.25-9.7.29 of clause 9.7, sub-clause 9.8.2 of clause 9.8 hereof, except if (a) an item on amending the Charter has been included on the agenda of the Shareholders Meeting by a shareholder (shareholders) and its inclusion in the agenda may not be rejected other than on the grounds provided for by Article 53(5) of the Federal Law “On Joint Stock Companies”; or (b) the extraordinary Shareholders Meeting is convened by a person (persons) authorised under the Federal Law “On Joint Stock Companies” and convocation of such Shareholders Meeting cannot be rejected other than on the grounds provided for by Article 55(6) of the Federal Law “On Joint Stock Companies”;

9.8.2.2. issues on including in the agenda of a Shareholders Meeting of an issue (issues) on amending 3.2.1, 3.2.2, 3.2.4, 3.2.6, 3.2.8, 3.2.9 of clause 3.2, sub-clause 5.6.7 of clause 5.6, sub-clauses 8.2.16.1, 8.2.16.2 of clause 8.2, sub-clauses 9.7.3.1-9.7.3.3, 9.7.5.1, 9.7.12, 9.7.13, 9.7.17, 9.7.18, 9.7.20 and 9.7.25-9.7.29 of clause 9.7, sub-clause 9.8.2 of clause 9.8 hereof, except if (a) an item on amending the Charter has been included on the agenda of a Shareholders Meeting by a shareholder (shareholders) and its inclusion in the agenda may not be rejected other than on the grounds provided for by Article 53(5) of the Federal Law “On Joint Stock Companies”; or (b) an extraordinary Shareholders Meeting with respect to amending the Charter is convened by a person (persons) authorised under the Federal Law “On Joint Stock Companies” and convocation of such Shareholders Meeting may not be rejected other than on the grounds provided for by Article 55(6) of the Federal Law “On Joint Stock Companies”;

9.8.2.3 an issue provided for in sub-clause 9.7.3.1. of clause 9.7 hereof, if a reorganisation of the Company constitutes (a) merger of the Company with other entity or accession of the Company to any entity resulting in termination of the Company’s activities; (b) accession to the Company of other entity (entities) as a result of which the shareholders who held as of the date of cessation of activities of the entity (entities) taken over by the Company 100 per cent of the Company’s shares will hold less than 50 per cent of the Company’s shares; (c) the Company’s split-up; (d) spin-off from the Company of one or more entities pursuant to which shares in the newly-formed entity or entities are distributed among the Company’s shareholders (unless the value of assets divested from the Company as a result of the spin-off from the Company of one or more entities does not exceed 10 per cent of the balance sheet assets of the Company according to its accounting reports as of the latest reporting date preceding the date such decision on spin-off is made); and (e) the Company’s transformation, except for a change in the type of joint stock company;

9.8.2.4. issues provided for in sub-clauses 9.7.3.2, 9.7.20, 9.7.25-9.7.29 of clause 9.7 hereof;

9.8.2.5 the issue provided for in sub-clause 9.7.3.3 of clause 9.7 hereof, if the Board of Directors submits to the Shareholders Meeting for its consideration an issue connected with an increase of the Company’s Charter Capital by more than 10 percent or a placement of issuable securities that are convertible into shares representing more than 10 percent of the Company’s outstanding shares within any twelve-month period;

9.8.2.6 the issue provided for in sub-clause 9.7.5.1 of clause 9.7 hereof;

9.8.2.7. the issue provided for in sub-clause 9.7.6 of clause 9.7 hereof, in case of placement of issuable securities that are convertible into more than 10 percent of the Company’s outstanding shares within any twelve-month period;

9.8.2.8 determination of the placement value of shares or securities convertible into shares, in case of placement of shares comprising more than 10 per cent of outstanding shares, or placement of issuable securities that are convertible into more than 10 percent of the Company's outstanding shares within any twelve-month period;

9.8.2.9 the issue provided for in sub-clause 9.7.12 of clause 9.7 hereof, if the amount of annual dividend recommended for approval by the Shareholders Meeting exceeds the consolidated net profit of the Company (based on the consolidated financial statements of OAO "LUKOIL" for the financial year to which such dividend relates), unless such amount of dividend is less than or equal to the amount of the annual dividend approved by the Shareholders Meeting in the preceding year;

9.8.2.10 the issue provided for in sub-clause 9.7.13 of clause 9.7 of this Charter, if the decision is made with respect to recommending to the Company's shareholders on voting on an item of a Shareholders Meeting agenda regarding amending sub-clause 3.2.1, 3.2.2, 3.2.4, 3.2.6, 3.2.8, 3.2.9 of clause 3.2, sub-clause 5.6.7 of clause 5.6, sub-clauses 8.2.16.1, 8.2.16.2 of clause 8.2, sub-clauses 9.7.3.1-9.7.3.3, 9.7.5.1, 9.7.12, 9.7.13, 9.7.17, 9.7.18, 9.7.20 and 9.7.25-9.7.29 of clause 9.7, sub-clause 9.8.2 of clause 9.8 hereof;

9.8.2.11 the issue provided for in sub-clauses 9.7.17 and 9.7.18 of clause 9.7 hereof. If a unanimous decision on the approval of a major transaction or a series of related transactions, referred to in sub-clauses 9.7.17 or 9.7.18 of clause 9.7 of this Charter cannot be reached by the Board of Directors, such issue may be submitted to the Shareholders Meeting by decision of the Board of Directors made by a majority vote of its members present at the meeting;

9.8.3 Participation shall mean personal presence of a Board member at the meeting or a written opinion on the agenda items sent in the established manner by a Board member absent from such meeting.

The Board of Directors may adopt decisions by an absentee vote.”.

7. Clause 10.2 shall be amended to read as follows:

“10.2. Pursuant to the laws of the Russian Federation, the President of the Company is vested with all powers he may need to manage the Company.

The President shall act without the power of attorney on behalf of the Company within his competence set out by this Charter and applicable laws.”.

8. Sub-clause 10.3.12 shall be amended to read as follows:

“10.3.12 represent the Company at general shareholders (participants) meetings of its subsidiaries and other entities in which the Company holds an interest and vote on all issues on the agenda of such general meetings. In the events referred to in sub-clauses 9.7.26-9.7.29 of clause 9.7 of this Charter, voting at general meetings of shareholders (participants) of subsidiaries is made only pursuant to the decision of the Board of Directors of the Company;”.

9. Sub-clause 10.6.4 shall be amended to read as follows:

“10.6.4 arranging for Shareholders Meetings and activities of the Company's Board of Directors, ensuring implementation of the decisions made by them;”.

10. Sub-clause 10.6.10 shall be amended to read as follows:

“10.6.10 decisions on the Company's participation in other entities, except for cases provided for under sub-clause 8.2.18 of clause 8.2 hereof, sub-clauses 9.7.27 and 9.7.28 of clause 9.7 hereof;”.

11. Sub-clause 10.6.12 shall be amended to read as follows:

“10.6.12 decisions on approval of material transactions, entered into by the Company’s subsidiaries, except for the case set out in sub-clause 9.7.26 of clause 9.7 hereof;
adoption of internal documents of the Company establishing criteria and the procedure for approval of material transactions;”.