

**AMENDMENTS AND ADDENDA  
to the *Regulations on the Procedure for Preparing and Holding  
the General Shareholders Meeting of OAO “LUKOIL”***

1. Paragraph 2 of point 2.2 shall be revised to read as follows: “Issues of the organisation and conduct of the General Shareholders Meeting through absentee voting not governed by these Regulations shall be resolved in accordance with the effective legislation of the Russian Federation.”.
2. Point 2.8 shall be revised to read as follows: “2.8. In the event that a request that an extraordinary Meeting be called originates with a shareholder (shareholders), this request should indicate the name of the shareholder (shareholders), the number and classes (types) of shares belonging to him (them), and should also contain the signature of the shareholders or their proxies, attaching a power of attorney prepared in accordance with effective legislation.
3. Point 3.3 shall be revised to read as follows: “3.3. Proposals on submitting items for the agenda of the Meeting, proposals on the nomination of candidates, and also requests for an extraordinary Meeting, shall be sent by postal mailing to the location of the single-person executive body or hand delivery against the signature of the person authorized to receive correspondence addressed to the Company, indicating the name (names) of the submitting shareholders (shareholder), the quantity and class (type) of the shares belonging to them, and should be signed by the shareholders (shareholder).

Proposals (requests) shall be recognized as having been received from those shareholders (their proxies) who sign them.

If a proposal (request) is sent by mail, the date such proposal is made shall be the date indicated on the date stamp confirming the date it is sent by the postal outlet, and if the proposal (request) is delivered against a signature, the date of delivery.

In the event that a proposal (request) is signed by the shareholder’s proxy, a power of attorney (duly certified copy of power of attorney) must be attached to such proposal (request), containing such information on the proxy and the party represented as must be contained in accordance with the Federal Law *On Joint-Stock Companies* in a power of attorney for voting, drawn up in accordance with the requirements of the Federal Law *On Joint-Stock Companies* for powers of attorney for voting.

In the event that the proposal (request) is signed by a shareholder (its proxy) whose rights to shares are registered on a custody account with a depository, a statement on the shareholder’s custody account with the depository performing the accounting of rights to the given shares must be attached to such proposal (request).”

4. The first paragraph of point 5.1 shall be revised to read as follows: “5.1. The notice on the holding of a Shareholders Meeting shall be published at least 30 days prior to the date when

it is to be held, unless an earlier deadline is stipulated by law, in the newspapers *Rossiyskaya Gazeta* and *Izvestiya*. In addition, the notice may also be published in regional publications.”.

5. The fourth paragraph of point 5.2 shall be revised to read as follows: “● date, place (indicating the address at which the Meeting is to be held) and time of the Meeting, the place and time of the start of registration (in so doing, the place of registration of persons participating in the Meeting must be located at the address where the Meeting is held) and in cases where pursuant to point 3 of article 60 of the Federal Law *On Joint-Stock Companies* completed ballots may be sent to the Company, the mailing address to which completed ballots may be sent, or in the event that the Shareholders Meeting is held in the form of absentee voting, the date of the deadline for the receipt of ballots and the mailing address to which completed ballots should be sent;”.
6. A second paragraph, which shall read as follows, shall be added to point 5.5: “Shareholders shall be given the opportunity to study over the Internet the information (materials) to be provided during the preparations for holding the general shareholders meeting.”.
7. A second paragraph, which shall read as follows, shall be added to point 6.2: “The Board of Directors shall send invitations to attend the General Shareholders Meeting to the President of the Company, members of the Board of Directors, Management Committee and Audit Commission and to the Auditor of the Company. The Board of Directors shall also send invitations to candidates in cases where the General Shareholders Meeting will consider issues of the election of the President of the Company, members of the Board of Directors, members of the Management Committee, and also the issue of the approval of the Auditor of the Company.”.
8. Point 10.17 of section 10 “Conduct of the Meeting” shall be deleted.
9. Point 11.12 shall be revised to read as follows: “11.12. One copy of the minutes of the Meeting shall be held for storage in the Company’s archive, and one copy shall remain with the Secretary of the Board of Directors.

At the request of shareholders or their proxies, the department of the Company responsible for shareholder relations shall provide minutes of the Meeting for study.

If necessary, a copy of the minutes of the Meeting and/or an excerpt from the minutes of the Meeting shall be issued by the Office of the Board of Directors, signed by the Secretary of the Board of Directors – Head of the Office (his/her deputy) and certified by the round seal of the Company, intended for use in the activity of the Board of Directors. The excerpt shall indicate:

- The date and number of the minutes;
- The agenda item for which the excerpt was requested;
- The fact of the existence of a quorum on the given agenda item and the results of voting thereon;
- The resolutions adopted on the given agenda item.

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