

A M E N D M E N T S A N D A D D E N D A
**to the *Regulations on the Procedure for Preparing and Holding the General
Shareholders Meeting of OAO “LUKOIL”***

1. The first sentence of point 2.2 shall be revised to read as follows: “2.2. The Meeting may be held in the form of a meeting (joint attendance to discuss items on the agenda and take decisions on issues put to a vote), with the preliminary distribution (dispatch) of ballots before the conduct of the Meeting, hereinafter the mixed form, or in the form of absentee voting.”.

2. In point 2.6:
 - 2.1. The second paragraph shall be revised to read as follows:
“If the proposed agenda of an extraordinary Meeting contains an item on the election of members of the Board of Directors of the Company, this Meeting must be held within 70 days from the time when the request on conducting the Meeting is submitted.”;

 - 2.2. The last paragraph shall be revised to read as follows:
“In those cases when the Board of Directors of the Company is required by the legislation of the Russian Federation to adopt a decision on convoking an extraordinary Meeting to elect the members of the Board of Directors of the Company, this Meeting must be conducted within 70 days from the time when the decision to conduct it is adopted by the Board of Directors.”.

3. Point 2.13 shall be revised to read as follows: “2.13. The Board of Directors must adopt a decision to convoke or to refuse to convoke a Meeting within five days from the date of submission of a request to conduct an extraordinary Meeting.

The Board of Directors may only refuse to convoke an extraordinary Meeting in those cases established by effective legislation.

The decision of the Board of Directors to convoke an extraordinary Meeting or a substantiated decision on refusing to convoke a Meeting must be sent to the persons requesting the Meeting no later than three days after the time when such a decision is adopted.”.

4. The second paragraph of point 3.2 shall be revised to read as follows: “If the proposed agenda of an extraordinary general shareholders meeting contains an item on the election of members of the Board of Directors of the Company, shareholders (a shareholder) in the Company that hold(s) at least two per cent of voting shares in the Company shall have the right to nominate candidates for election to the Board of Directors of the Company (the number of candidates

cannot exceed the membership of the Board of Directors). These proposals should be received by the Company at least 30 days prior to the date when the extraordinary Meeting is conducted.”.

5. The second paragraph of point 5.1 shall be revised to read as follows: “The Company shall send to shareholders voting ballots on all issues on the agenda of the Meeting via mail, e-mail or by personal delivery to the shareholder against acknowledgement of receipt no later than 30 days before the date of the Annual Shareholders Meeting and no later than 25 days before the date of an Extraordinary Shareholders Meeting. For the purposes of determining quorum and voting results, ballots received by the Company by mail, e-mail with a certified electronic digital signature or via delivery by the shareholder to the Counting Commission not later than 2 days before the date of the Shareholders Meeting shall be taken into account.”.
6. The first paragraph of point 5.2 shall be revised to read as follows: “5.2. The notice on the conduct of a Meeting should indicate:”.
7. The first paragraph of point 5.5 shall be revised to read as follows: “5.5. The materials to be provided to shareholders entitled to participate in a Meeting when preparing for a Meeting shall not be sent to shareholders, except in those cases when a Meeting is to be conducted through absentee voting. A shareholder shall be entitled to study these materials at the premises of the executive bodies of the Company, as well as at other places, the addresses of which are indicated in the notice on conducting the Meeting.”.
8. Point 6.1 shall be revised to read as follows: “6.1. The parties included in the list of parties entitled to participate in a Meeting shall have the right to participate (attend and/or vote) in a Meeting regardless of its form.”.
9. The third paragraph of point 7.2 shall be revised to read as follows: “● the date, place and time of the Meeting, the time of the start of registration of persons participating in the Meeting, and in those cases when in accordance with 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 can be sent, or if a general Shareholders meeting is conducted through absentee voting – the deadline for accepting voting ballots and the mailing address to which the completed ballots should be sent;”.
10. Point 8.5 shall be revised to read as follows: “8.5. The Secretariat of the Meeting shall provide organisational support, informational support and keep minutes during the preparation and conduct of the Meeting; *inter alia* it shall:
 - determine the list and contents of the documents necessary for information support for shareholders at the Meeting on items on the agenda for subsequent approval at a meeting of the Board of Directors;
 - organise and support the notification of shareholders through the mass media regarding the convocation of the Meeting, its agenda, the date, place and time of its conduct, and the time of the start of registration, not later than 30 days before the date of the Meeting, and in cases stipulated by

point 2 of article 53 of the Federal Law *On Joint Stock Companies* not later than 50 days before its conduct;

- on the basis of information of the Counting Commission, prepare notices for the Meeting on the quorum (authority) of the Meeting;
 - ensure that a stenographic record of the Meeting is kept, edit the decisions taken by the Meeting, and prepare the minutes of the Meeting.
11. The third paragraph of point 8.6: “• a minutes group (keeps the minutes of the Meeting, prepares the texts of draft documents and decisions of the Meeting, and edits decisions taken by the Meeting).”.
 12. The title of section 9 shall be revised to read as follows: “9. Counting Commission”.
 13. Point 9.2 shall be revised to read as follows: “9.2. The Counting Commission shall check the authority and register persons participating in the Meeting, determine quorum for the Meeting, clarify issues arising in connection with the exercise by shareholders (their proxies) of voting rights at the Meeting and the procedure for voting on issues put to a vote, support the established voting procedure and shareholders’ right to participate in voting, count the votes and prepare voting results, prepare a protocol on voting results, and transfer ballots to the archive.”.
 14. Point 9.3 shall be revised to read as follows: “9.3. Based on the voting results, the Counting Commission prepares a protocol of voting results. The protocol of voting results shall be prepared not later than 15 days after the close of the Meeting or the deadline for the receipt of ballots when the Shareholder Meeting is held in the form of absentee voting.”.
 15. In point 10.1:
 - 15.1. The first paragraph shall be revised to read as follows:

“10.1. The registration of shareholders or their proxies shall be performed by the Counting Commission according to the list of parties entitled to participate in the Meeting, at the times and at the address indicated in the notice on the conduct of the Meeting.”;
 - 15.2. The last paragraph shall be revised to read as follows:

“Documents certifying the authority of successors and proxies of persons on the list of persons entitled to participate in the Meeting (notarised copies thereof) shall be attached to ballots sent by such persons or transferred to the Counting Commission when such persons register to participate in the Meeting.”.
 16. Point 10.12 shall be revised to read as follows: “10.12. The Meeting shall be conducted on business days, with breaks after every three hours of operation.”.
 17. The second and third paragraphs of point 11.5 shall be revised to read as follows: “A majority of three-quarters of the votes of shareholders owning voting shares participating in the Meeting shall be required to decide the issues indicated in sub-

points 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 point 8.2 of the Company Charter.

Decisions on issues indicated in sub-points 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 point 8.2 of the Company Charter shall be taken by the Meeting only on the proposal of the Board of Directors of the Company.”.

18. The first paragraph of point 11.11 shall be revised to read as follows: “11.11. The minutes of the Meeting shall be compiled in two copies not later than 15 days after the closure of the Meeting. Both copies shall be signed by the Chairman of the Meeting and the Secretary of the Meeting.”.