

## ***Regulations on the Corporate Secretary of PJSC "LUKOIL"***

### **1. General provisions**

1.1. These *Regulations on the Corporate Secretary of PJSC "LUKOIL"* (hereinafter referred to as the "Regulations") have been prepared in accordance with the laws of the Russian Federation, the Charter of Public Joint Stock Company "Oil Company "LUKOIL" (hereinafter referred to as the "Company"), the Listing Rules of CJSC "MICEX Stock Exchange" approved by the Board of Directors of CJSC "MICEX Stock Exchange", with due consideration of the Code of Corporate Governance recommended for application by the Central Bank of Russia.

1.2. The Corporate Secretary of the Company (hereinafter referred to as the "Corporate Secretary") is an employee of the Company responsible for ensuring the latter's compliance with effective legislation, the Company Charter and in-house documents in the area of corporate governance, efficient day-to-day communication with shareholders, coordinating the Company's actions aimed at protecting rights and interests of its shareholders, and for providing support to ensure effective functioning of the Board of Directors.

1.3. In his/her activity, the Corporate Secretary shall be guided by effective legislation of the Russian Federation, the Company Charter, these Regulations and other in-house documents and internal by-laws of the Company.

### **2. Requirements to the candidates for the position of the Corporate Secretary, procedure for appointment and dismissal of the Corporate Secretary from his/her position, accountability of the Corporate Secretary**

2.1. The Corporate Secretary shall be a person possessing excellent business and professional skills and meeting the following requirements:

- a university degree in law, economics or business;
- at least two years of experience in the area of corporate governance or in a managerial position;

- personal qualities (good communication skills, responsibility, an impeccable reputation, organizational and analytical skills, independence of judgment, ability to stand up for his/her opinion);

- no record of conviction or disqualification under effective Russian legislation.

Recommendations on the candidate for the position of the Corporate Secretary shall be prepared by the Human Resources and Compensation Committee of the Board of Directors of the Company.

2.2. A person affiliated with the Company or associated with a person controlling the Company and/or executive bodies thereof cannot be appointed to the position of the Corporate Secretary.

2.3. A candidate for the position of the Corporate Secretary shall provide the Company with all information necessary to establish whether the attributes indicated in Clause 2.2 of these Regulations exist or not. In case of any changes to this information, the Corporate Secretary shall immediately inform the Chairman of the Board of Directors to this effect.

2.4. The Corporate Secretary shall be appointed to and dismissed from his/her position by the President of the Company on the basis of decision (consent) taken by the Board of Directors.

2.5. While performing his/her functions, the Corporate Secretary shall report to the Board of Directors of the Company.

2.6. In support of the Corporate Secretary's activities, the Office of the Corporate Secretary shall be formed, with its structure and staff numbers approved by the order of the Company.

### **3. Functions of the Corporate Secretary**

3.1. Support of activities of the Board of Directors and its Committees, including:

3.1.1. Drafting and submission for approval to the Board of Directors and its committees of work plans on the basis of proposals submitted by members of the Board of Directors and the Management Committee of the Company and with due consideration of competence of the Board of Directors or a relevant committee;

3.1.2. Preliminary consideration of issues to be discussed by the Board of Directors, organization of expert analysis of draft decisions, notification of members of the Board of Directors of meetings, and, if necessary, sending (personal delivery) of voting ballots and collecting completed ballots or written opinions of members of the Board of Directors who were absent from the meeting;

3.1.3. Ensuring compliance with the procedure for holding the meeting of the Board of Directors, taking minutes of the Board meeting;

3.1.4. Providing assistance to members of the Board of Directors in obtaining necessary information, familiarization with internal by-laws of the Company, reports of the Audit Commission and the Auditor of the Company, and decisions of the General Shareholders Meeting, as well as providing other information relevant for proper execution by members of the Board of Directors of their obligations and responsibilities;

3.1.5. Providing for shorthand or audio recording of meetings of the Board of Directors and subsequent safekeeping of such materials;

3.1.6. Providing for translation of draft minutes of meetings of the Board of Directors and committees thereof and reference materials into foreign languages for the purpose of further presentation of such documents to members of the Board of Directors who are foreign nationals;

3.1.7. Ensuring presence of members of the Board of Directors at places of holding meetings of the Board of Directors and committees thereof;

3.1.8. Ensuring payment by the Company of remuneration and reimbursements to members of the Board of Directors;

3.1.9. By mandate of the Chairman of the Board of Directors, ensuring control over the implementation of work plans of the Board of Directors and decisions thereof;

3.1.10. Organizational and technical support of the induction procedure for the newly elected members of the Board of Directors;

3.1.11. Organizational support of keeping records on members of the Board of Directors;

3.1.12. Performing functions of the secretary of the Board of Directors and that of committees thereof.

3.2. Participation in the implementation of the Company's policy on information disclosure and providing storage of Company's corporate documents, jointly with the relevant structural divisions of the Company.

3.3. Ensuring the interaction of the Company with its shareholders within the powers vested in the Corporate Secretary, jointly with the relevant structural divisions of the Company, as well as involvement in the prevention of corporate conflicts.

3.4. Ensuring interaction of the Company with regulatory authorities, trading organizers, the registrar, and other professional participants of the securities market within the powers vested in the Corporate Secretary, jointly with the relevant structural divisions of the Company.

3.5. Immediate notification of the Board of Directors of any and all identified breaches of law or provisions of the Company in-house documents, where compliance forms part of the functions of the Corporate Secretary.

3.6. Participation in preparations and holding of General Shareholders Meetings of the Company in accordance with legislative requirements, the Company Charter and other in-house documents, jointly with the relevant structural divisions of the Company.

3.7. Ensuring the implementation of the procedures established by the legislation and in-house documents of the Company to ensure the rights and legitimate interests of the shareholders, jointly with the relevant structural divisions of the Company, and control over their exercise.

3.8. Participation, jointly with the relevant structural divisions of the Company, in the improvement of the system and practice of the Company's corporate governance.

#### **4. Rights and duties of the Corporate Secretary, procedure for interaction between the Corporate Secretary and management bodies and structural divisions of the Company**

4.1. In order to ensure proper performance of his/her functions, the Corporate Secretary shall be entitled to:

- request and receive the Company's documents and information necessary for the performance of his/her functions from the Company's officers and heads of structural divisions;

- propose issues for consideration by the Company's management bodies, within his/her jurisdiction to do so;

- monitor compliance by officers and employees of the Company with its Charter and in-house documents to the extent covered the Corporate Secretary's functions;

- liaise with the Chairman of the Board of Directors and chairmen of its committees;

- interact, within the scope of his/her competence, with structural divisions of the Company while preparing draft documents and performing corporate governance procedures;

- control enforcement of decisions taken by the Board of Directors and General Shareholders Meeting of the Company.

4.2. The Corporate Secretary shall:

- report to the Board of Directors at least once a year (at the meeting of the Board of Directors related to the preliminary approval of the Company's Annual Report);

- fully comply with standards and requirements of the laws of the Russian Federation, the Company Charter, in-house documents and other internal by-laws of the Company;

- ensure protection of rights and legal interests of the Company's shareholders;

- execute mandates of the Chairman of the Board of Directors;

- notify the Board of Directors of situations which threaten to breach the effective legislation and shareholders' rights and to give rise to a corporate conflict;

- improve his/her professional skills, maintain contacts with the professional community regarding corporate governance issues and act as the Company's representative within his/her jurisdiction.

4.3. The Corporate Secretary shall perform his/her functions in conjunction with the Company's management bodies and structural divisions and is vested with the following powers:

- interaction with the Company's management bodies, structural divisions and employees to the extent necessary for proper performance of his/her functions;

- within the framework of performing his/her functions set out in Section 3 of these Regulations, coordination of fulfilling by the relevant structural divisions of their obligations in the area of corporate governance stipulated by current legislation;

- in the course of monitoring compliance by the Company's employees with the Company Charter and in-house documents, notifying, within a reasonable time period,

the Chairman of the Board of Directors about all facts and circumstances impeding compliance with the procedures, where such compliance forms part of the functions of the Corporate Secretary (actions or omission to act by the Company's officers or the registrar, and other facts and circumstances breaching the procedure for preparations and holding of the General Shareholders Meeting, meetings of the Board of Directors, and disclosing (presenting) information).

4.4. Management bodies, officers of the Company and its structural divisions shall provide all possible assistance to the Corporate Secretary in the course of performing by the latter of his/her functions, as well as provide the Corporate Secretary with information and documents the latter requests within the scope of his/her competence.

## **5. Terms and procedure for paying remuneration to the Corporate Secretary**

5.1. The Corporate Secretary shall receive remuneration (salary) for performing his/her functions; the amount of such remuneration shall be determined by the Board of Directors of the Company on the basis of recommendation of the Human Resources and Compensation Committee of the Board of Directors of PJSC "LUKOIL".

5.2. Unless otherwise established by decision of the Board of Directors, indexation of the Corporate Secretary's salary and payment of bonuses to the same shall be effected in accordance with internal by-laws of the Company in the area of remuneration.

## **6. Liability of the Corporate Secretary**

6.1. While performing his/her functions, the Corporate Secretary shall act in the interests of the Company, exercise his/her rights and fulfill his/her duties to the Company reasonably and in good faith.

6.2. The Corporate Secretary shall bear liability stipulated by effective legislation and internal by-laws of the Company for the disclosure, improper use, including in his/her private interests, and circulation of information comprising secret protected by law (insider information, business or commercial secret, confidential information, etc.), as well as for the loss of documentation containing secret protected by law.

6.3. The Corporate Secretary shall bear liability for the non-performance or improper performance of his/her functions specified in these Regulations, and non-performance of instructions and mandates of the Chairman of the Board of Directors.

6.4. The Corporate Secretary shall bear disciplinary, administrative, civil and other liability in cases and in accordance with the procedure established by the legislation of the Russian Federation.