



Materials that are made available for those entitled to participate in the
Extraordinary General Shareholders Meeting of PJSC “LUKOIL”
to be held on August 24, 2018

(in the form of absentee voting)

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NOTICE
of the Extraordinary General Shareholders Meeting
of Public Joint Stock Company “Oil company “LUKOIL”

Dear Shareholder,

Public Joint Stock Company “Oil company “LUKOIL” location: Moscow; address: Sretensky bulvar 11, Moscow, 101000, Russian Federation, hereby informs you that, based on the decision of the Board of Directors of PJSC "LUKOIL" of 19 July 2018, an Extraordinary General Shareholders Meeting of PJSC "LUKOIL" will take place on **24 August 2018 in the form of absentee voting**, with the following agenda:

‘On reducing the Charter Capital of PJSC “LUKOIL” through acquisition of a portion of issued shares in order to reduce the total number thereof’

Postal address the completed and signed ballots must be sent to:

OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 6, Moscow, 123100, Russian Federation

The date of determining (formalizing) the persons entitled to take part in the Extraordinary General Shareholders Meeting:

30 July 2018

The deadline for the receipt of ballots

24 August 2018

Classes (types) of shares whose owners have the right to vote on all agenda items of the Extraordinary General Shareholders Meeting:

Registered Ordinary Shares

Identification details of the shares whose holders are entitled to take part in the Extraordinary General Shareholders Meeting:

State Registration Number of the securities issue: 1-01-00077-A dated 25 June 2003

The URL of the website on the information and telecommunications network “Internet” where electronic voting ballots may be completed, and the QR-code for prompt connection to the said website:

<https://evoting.reggarant.ru/Voting/Lk>



Please kindly note that the persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” (the Company) may take part in the Company’s Extraordinary General Shareholders Meeting by completing their voting ballots electronically on the website on the information and telecommunications network “Internet” <https://evoting.reggarant.ru/Voting/Lk>, with the Instructions for users of the electronic voting solution available on the information and telecommunications network “Internet” on the Company’s official websites www.lukoil.ru (in Russian), www.lukoil.com (in English). Access for completing electronic voting ballots shall be granted from 31 July 2018 to the shareholders who register their title to shares in the Company’s shareholder register, while shareholders who are clients of nominee holders shall be granted access after the said nominee holders provide OOO Registrator Garant keeping the Company’s Shareholder Register with information on persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.

The deadline for receipt of ballots by PJSC “LUKOIL” and completion of the electronic ballots on the information and telecommunications network “Internet” <https://evoting.reggarant.ru/Voting/Lk> is **24 August 2018**, for determining a quorum of the Meeting and tallying votes.

Information (materials) to be provided to persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” in preparation for the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will be available on the Company’s official websites www.lukoil.ru (in Russian), www.lukoil.com (in English) starting from the date of publication on the said websites (by 3 August 2018); and from 3 August 2018, from 10:00 a.m. to 05:00 p.m. on business days, in the premises of the executive body of PJSC “LUKOIL”, at the address: Sretensky bulvar 11, Moscow, 101000 Russian Federation, tel. 8 (800) 200 9402, and also at the following addresses:

OOO «Registrator «Garant»

Krasnopresnenskaya Naberezhnaya 6, Moscow, 123100
Ulitsa Italiyanskaya 4, lit. A (floor 3), Saint Petersburg, 191186

telephone: (495) 221 3112, (800) 500 2947
telephone: (812) 327-17-37

JSC Independent Registrar Company

Troitsky Prospect 63, 3rd floor, office No. 41, Arkhangelsk, 163000
ulitsa Pobedy 41, 4th floor, Kirovsky district, Astrakhan, 414040
ulitsa Kooperativnaya 5, Veliky Novgorod, 173003
ulitsa Mira 19, office 309., Volgograd, 400131

telephone: (8182) 65-75-44
telephone: (8512) 24-10-40, 24-10-70
telephone: (8162) 73-17-20
telephone: (8442) 24-72-74, 24-72-79

ulitsa Gendelya 5, 3rd floor, office 30, Kaliningrad, 236022

telephone: (4012) 60-54-34, 60-54-64

ulitsa Gorkogo 5, 5th floor, office 503, Kirov, 610017

telephone: (8332) 40-56-31

pr. Mira 94, office 314, "Voskresensky" Office Centre, Krasnoyarsk, 660017

telephone: (391) 216-51-01

Prospekt Lenina 73, of. 201, Murmansk, 183038

telephone: (8152) 45-11-26, 45-11-27

ulitsa M. Gorky 117, (Business Center "Stolitsa Nizhny" 9 floor), office 916A, Nizhny Novgorod, 603000

telephone: (831) 217-81-89, 217-81-90

Komsomolskiy prospect 34, office 131, Perm, 614000

telephone: (342) 214-41-70

ulitsa Goroda Volos 42/105, Rostov-on-Don, 344010

telephone: (863) 244-10-26

ulitsa Novo-Sadovaya 44, 2nd floor, room No. 213, Samara, 443100

telephone: (846) 379-72-18, 379-72-19, 379-72-20

ulitsa Chernyshevskogo 60/62 "A", Saratov, 410004

telephone: (8452) 29-32-36, 57-28-94

pr. Bumazhnikov 2, 1st floor, Syktyvkar, Komi Republic, 167026

telephone: (8212) 29-31-80, 29-31-81

ulitsa Mendeleevskaya 1, office 501, Tula, 300041

telephone: (4872) 70-00-64, 30-71-23

ulitsa Karla Marksa 54, office 506, Chelyabinsk, 454090

telephone: (351) 266-47-70

ulitsa Trefoleva 17/14, Yaroslavl, 150000

telephone: (4852) 23-09-39, 73-37-36

Public Joint-Stock Company "Bank Otkritie Financial Corporation"

Office "Barnaulsky", pr. Sotsialistichesky 117a, Barnaul, 656015

telephone: 8-800-700-78-77

Office "Birobidzhansky", ulitsa Lenina 16, Birobidzhan, 679016

telephone: 8-800-700-78-77

Office "Vladivostoksky", ulitsa Svetlanskaya 51, Vladivostok, 690091

telephone: 8-800-700-78-77

Office "Volgogradsky", ulitsa Krasnoznameskaya 18, Volgograd, 400066

telephone: 8-800-700-78-77

Office "Izhevsky", ulitsa M. Gorky 64, Izhevsk, Udmurt Republic, 426057

telephone: 8-800-700-78-77

Office "Irkutskiy", ulitsa Chkalova 36, Irkutsk, 664025

telephone: 8-800-700-78-77

Office "Yoshkar-Olinsky", ulitsa Proletarskaya 14, Yoshkar-Ola, Mary El Republic, 424000

telephone: 8-800-700-78-77

Office "Kazansky", ulitsa Moskovskaya 2A, Kazan, Republic of Tatarstan (Tatarstan), 420111

telephone: (843) 567-35-53

Office "Kingisepsky", ulitsa Karla Marksa 4, Kingisep, Leningradskaya oblast, 188480
Kogalymsky PKB Branch of PJSC Bank "FC Otkritie", ulitsa Pribaltiyskaya, 11A, Kogalym, 628486

telephone: (843)567-35-53

Office "Komsomolsky", prospect Lenina 2/2, Komsomolsk-on-Amur, 681027

telephone: (34667) 9-11-14

Office "Krasnodarsky", ulitsa Im. Turgeneva 73, Krasnodar, 350049

telephone: 8-800-700-78-77

Office "Krasnokamensky", ulitsa Administrativnaya 3, Krasnokamensk, 674674

telephone: (861) 214-27-72

Office No. 1 in Kurgan, ulitsa Sovetskaya 113, Kurgan, 640000

telephone: 8-800-700-78-77

Office "Kursky", ulitsa Radisheva 86, office 1, Kursk, Kurskaya oblast, 305004

telephone: 8-800-700-78-77

Office No 5 in Langepas, ulitsa Lenina 32, Langepas, Tyumen oblast, Khanty-Mansiysky Autonomous Okrug – Yugra 628672

telephone: 8-800-700-78-77

Office "Lipetsky", ulitsa Nedelina 15a, Lipetsk, 398059

telephone: 8-800-700-78-77

Office «Branch Sretenka» Sretensky Bulvar 11, Moscow, 101000

telephone: (499) 973-76-55

Office No 2 in Noyabrsk, ulitsa Lenina 35 B, Naryan-Mar, Nenetsky AO, 166000

telephone: (81853) 4-59-49

Office in Noyabrsk, ulitsa Kosmonavtov 6, Noyabrsk, Yamalo-Nenetsky Autonomous Okrug, 629802

telephone: 8-800-700-78-77

Office «Omsky», Irtyskaya emb.31, Omsk, 644048

telephone: 8-800-700-78-77

Office "Penzensky", ulitsa Moskovskaya 3, Lininsky district, Penza, 440060

telephone: 8-800-700-78-77

Office «Permsky», ulitsa Popova 21, Perm, 614068

telephone: 8-800-700-78-77

Office "Romanovskiy", ulitsa Kirova 11, Voronezh, Voronezhskaya oblast, 394018

telephone: 8-800-700-78-77

Office "Ryazansky", ulitsa Dzhherzhiskogo 55, Ryazan, Ryazanskaya oblast, 390005

telephone: 8-800-700-78-77

Office "Stavropol na Mire", ulitsa Mira 437, Stavropol, Stavropolsky Krai, 355029

telephone: 8-800-700-78-77

Office "Starooskolsky", district Priborostroitel 53, Stariy Oskol, Belgorod Oblast, 309504

telephone: 8-800-700-78-77

Office "Strezhevoy", micro rayon 3, 306, office 3, Strezhevoy, Tomskaya oblast, 636782

telephone: 8-800-700-78-77

Office "Tverskoy", pereulok Svobodny 9, Tver, 170100

telephone: 8-800-700-78-77

Office "Ulyanovskiy", ulitsa Karla Libknekhta 24/5A building 1, Ulyanovsk

telephone: 8-800-700-78-77

Office No1 in Urai, ulitsa Lenina 118, Urai, Tyumen oblast, Khanty-Mansiysky

telephone: 8-800-700-78-77

Autonomous Okrug – Yugra, 628285

telephone: (34676) 2-03-17

Office "Ufimsky", ulitsa Tsyurupy 16, Kirovsky district, Ufa, Republic of Bashkortostan, 450057

telephone: (347) 226-72-70

Office «Khabarovskiy», Amursky Bulvar18, Khabarovsk, 680000

telephone: 8-800-700-78-77

Office "Cheboksarsky", prospect Lenina 6A, Cheboksary, Chuvashskaya Republic-Chuvashiya, 428000

telephone: 8-800-700-78-77

Office "Electrostal", ulitsa Nikolaeva 17A, office 01, Electrostal, Moskovskaya oblast, 144000

telephone: 8-800-700-78-77

Office «Yuzhno-Sakhalinsky», ulitsa Pogranichnaya 28A, Yuzhno-Sakhalinsk, 693007

telephone: 8-800-700-78-77

Joint Stock Company VTB Registrar

Ulitsa Zhukovskogo 31A, Maikop, Republic of Adygeya, 385000
6 district 2, office 1, Elista, Republic of Kalmykiya, 358014

telephone: (8772) 52-51-09

telephone: (84722) 6-56-92

Access to information (materials) for the General Shareholders Meeting shall be granted for voting electronically on the website on the information and telecommunications network "Internet" <https://evoting.reggarant.ru/Voting/Lk>.

The decision taken by the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" and voting results will be communicated to the persons on the list of persons entitled to take part in the Meeting in the form of a Report on Voting Results to be made available on the Company's official websites www.lukoil.ru, www.lukoil.com through 30 August 2018.

In case of adoption by the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" of the decision 'On reducing the Charter Capital of PJSC "LUKOIL" through acquisition of a portion of issued shares in order to reduce the total number thereof' the notice of acquisition of shares of PJSC "LUKOIL", including the recommended forms for applying for the sale of shares and for recalling applications, will be posted on the Company's websites in information and telecommunications network "Internet" www.lukoil.ru (in Russian), www.lukoil.com (English).

For the purpose of ensuring your rights as shareholders of PJSC "LUKOIL", we kindly ask you to inform OOO «Registrator «Garant», the company keeping the Company's Shareholder Register (the Registrar), of any changes in your data (name, change in residence/domicile, change in banking details, passport and other data) in a timely manner by completing the Registered Natural/Legal Person's Form and submitting it to the Registrar. Pursuant to Clause 16 of Article 8.2 of the Federal Law *On Securities Market* neither the Company nor OOO «Registrator «Garant» will be liable for the loss incurred, should you fail to provide information on such changes.

Dear Shareholder,

By participating in the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" you exercise your right to participate in managing the Company by taking decisions on the most significant matters of its business operations, which matters fall within the exclusive competence of the General Shareholders Meetings.

More details on the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" will be available if phoned at: 8 (800) 200 9402, shareholder@lukoil.com.

Board of Directors of PJSC "LUKOIL"



DRAFT DECISION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF PJSC "LUKOIL"

Draft decision on the item on the agenda: ‘On reducing the Charter Capital of PJSC “LUKOIL” through acquisition of a portion of issued shares in order to reduce the total number thereof:

To reduce the Charter Capital of PJSC “LUKOIL” through acquisition of a portion of issued shares of PJSC “LUKOIL” in order to reduce the total number thereof, on the following terms:

- class (type) of shares to be acquired: uncertified registered ordinary shares;
- number of shares of PJSC “LUKOIL” of the said class (type) to be acquired: 100,563,255 (one hundred million five hundred sixty-three thousand two hundred and fifty-five) shares;
- purchase price: RUB 3,949 (three thousand nine hundred and forty-nine) per share;
- period during which shareholders are authorized to file or recall respective applications to sell shares of PJSC “LUKOIL” owned by them, namely: from 17 September 2018 through 16 October 2018;
- payment due date for the shares to be acquired by PJSC “LUKOIL”: 30 October 2018 at the latest;
- method of payment for the shares to be acquired: in cash

**Position and recommendation of the Board of Directors of PJSC “LUKOIL”
on the item on the agenda
of the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”
‘On reducing the Charter Capital of PJSC “LUKOIL” through acquisition of a
portion of issued shares in order to reduce the total number thereof’**

Position:

According to Clause 1 Article 72 of the Federal Law *On Joint Stock Companies* a company shall have the right to acquire its own shares by a resolution of the general meeting of shareholders on the reduction of its charter capital by way of acquiring a part of issued shares for the purpose of reducing their total amount, if this is provided for by the company’s charter. According to sub-point 4.3.3 of the Charter of Public Joint Stock Company “Oil company “LUKOIL” the Company shall be entitled to reduce its Charter Capital through acquisition of a portion of shares in order to reduce the total number thereof.

Based on the specified provisions of the Federal Law *On Joint Stock Companies* and the Company Charter, the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” shall be advised to make a decision to reduce the Charter Capital of PJSC "LUKOIL" through acquisition of a portion of issued shares in an amount of 100,563,255 (one hundred million five hundred sixty-three thousand two hundred and fifty-five) shares to reduce their total number. At the same time, if the total number of shares to be sold to the Company based on shareholders’ applications exceeds the amount of shares that can be acquired by the Company (100,563,255 shares), the shares shall be acquired from the shareholders in proportion to the requests submitted. Should the meeting participants make the respective decision and the Company acquire the specified holding of shares, the shares shall be redeemed upon their acquisition, while the Company’s Charter Capital of RUB 21,264,081 and 37.5 kopecks will be reduced by RUB 2,514,081 and 37.5 kopecks thus coming to RUB 18,750,000.

According to Clause 4, Article 72 and Article 77 of the Federal Law *On Joint Stock Companies* the Board of Directors determined the purchase price per one registered ordinary share of PJSC “LUKOIL” for the Company being equal to RUB 3,949 (three thousand nine hundred and forty-nine) based on its market value in view of the information provided by Public Joint Stock Company Moscow Exchange MICEX-RTS on the weighted average price of ordinary shares of PJSC "LUKOIL" at the close of trading in the Stock Market Section for the period from 01 January 2018 to 30 June 2018.

The Board of Directors believes that acquisition of a portion of issued shares and their redemption will help optimize the Company’s share capital structure, also due to the acquisition and redemption of quasi-treasury shares held by the Company-controlled legal entity. Due to the redemption of a part of issued shares the Company’s net profit per issued share will rise, which, in the Board’s opinion will contribute to higher investment attractiveness of shares of PJSC "LUKOIL" and further growth of its shareholder value.

Recommendation:

To reduce the Charter Capital of PJSC “LUKOIL” through acquisition of a portion of issued shares of PJSC “LUKOIL” in order to reduce the total number thereof, on the following terms:

- class (type) of shares to be acquired: uncertified registered ordinary shares;
- number of shares of PJSC “LUKOIL” of the said class (type) to be acquired: 100,563,255 (one hundred million five hundred sixty-three thousand two hundred and fifty-five) shares;
- purchase price: RUB 3,949 (three thousand nine hundred and forty-nine) per share;
- period during which shareholders are authorized to file or recall respective applications to sell shares of PJSC “LUKOIL” owned by them, namely: from 17 September 2018 through 16 October 2018;

- payment due date for the shares to be acquired by PJSC “LUKOIL”: 30 October 2018 at the latest;
- method of payment for the shares to be acquired: in cash.

No special opinions on item on the agenda of the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” have been filed by the members of the Board of Directors of PJSC “LUKOIL” during preparations for the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.