



Materials that are made available for those entitled to participate in the
Extraordinary General Shareholders Meeting of PJSC LUKOIL
to be held on December 4, 2017

(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 24 October 2017, an Extraordinary General Shareholders Meeting of PJSC "LUKOIL" will take place on **4 December 2017** in the form of **absentee voting**, with the following agenda:

1. On payment (declaration) of dividends based on the results of the first nine months of 2017
2. On payment of a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for their performance of the functions of the members of the Board of Directors
3. Taking a decision on participation of PJSC “LUKOIL” in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs.
4. Taking a decision on consent to perform an interested-party transaction.

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 of PJSC “LUKOIL”:

9 November 2017

The deadline for the receipt of ballots:

4 December 2017

Categories (types) of shares whose holders 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>. Access for completing electronic voting ballots shall be granted from 10 November 2017 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, the company keeping the Company’s Shareholder Register, with information on persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.

The ballots received by PJSC “LUKOIL” before the deadline for the receipt of ballots, i.e. **4 December 2017**, and also the electronic ballots completed on the website on the information and telecommunications network “Internet” <https://evoting.reggarant.ru/Voting/Lk> by the date specified will be considered for determining a quorum of the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" 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 from the date they are published on the Company’s official websites www.lukoil.ru (in Russian), www.lukoil.com (in English), not later than from 3 November 2017; and from 14 November 2017 on business days, from 10.00 a.m. to 05.00 p.m., 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
Malaya Konyushennaya, 16/26, lit. A , Saint Petersburg, 191186

telephone: (495) 221-31-12, (800) 500-29-47
telephone: (812) 648-19-91

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

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



AGENDA

of the 2017 Extraordinary General Shareholders Meeting of PJSC "LUKOIL"

1. On payment (declaration) of dividends based on the results of the first nine months of 2017.
2. On payment of a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for their performance of the functions of the members of the Board of Directors.
3. Taking a decision on participation of PJSC "LUKOIL" in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs.
4. Taking a decision on consent to perform an interested-party transaction.

**Position and recommendations of the Board of Directors
of PJSC “LUKOIL” on items on the agenda
of the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”**

On item 1 on the agenda of the Meeting: ‘On payment (declaration) of dividends based on the results of the first nine months of 2017’

Position:

The current legislation provides for payment of dividends to shareholders of PJSC “LUKOIL” more than once a year.

According to the *Regulations on the Dividend Policy of PJSC “LUKOIL”* (the Regulations), to ensure steady dividend payouts, the Company seeks to pay dividends to its shareholders at least twice a year: based on its results for the first nine months of the reporting year (the “Interim Dividends”), and based on the reporting year results (the “Final Dividends”).

The Company’s interim dividend payment practice contributes to increase market value of its securities and attract strategic investors.

Under the Regulations, the Company seeks to ensure that the amount of the Interim Dividends is at least 50% of the amount of the Final Dividends paid for the preceding reporting year¹.

The Board of Directors believes that the recommended interim dividend payment based on the Company’s results for the first nine months of 2017 in the amount of 85 roubles per ordinary share appears optimal, as it:

- Complies with all the interim dividend calculation guidelines stipulated by the Regulations;
- Reflects the Company’s financial performance in the reporting period and is economically relevant;
- Will be welcomed by the investment community;
- Allows the Company to maintain an optimum balance of its investment requirements and the competitive level of dividend payments;
- Increases steadiness of dividend distribution.

There are no restrictions imposed by the effective legislation of the Russian Federation on dividend payments based on results for the first nine months of 2017.

In accordance with the norms of the Federal Law *On Joint Stock Companies*, the dividend payment period is dependent on the date on which persons entitled to receive dividends (dividend record date) is set. Such date is determined only based on a proposal by the Board of Directors of a company and may not be set earlier than 10 days from the date a decision on payment (declaration) of dividends is passed by the general shareholders meeting or later than 20 days after such a decision.

Dividend payments to nominee shareholders and trust managers registered in the shareholder register must take place within 10 business days from the date on which persons entitled to receive dividends are determined, and to other persons registered in the shareholder register – within 25 business days from that date.

¹ The Final Dividend for 2016 was RUB120 per ordinary share, excluding the Interim Dividend paid based on results for the first nine months of 2016.

Recommendation:

To pay dividends on ordinary shares of PJSC “LUKOIL” based on the results of the first nine months of 2017 in the amount of 85 roubles per ordinary share.

The dividends be paid using monetary funds from the account of PJSC “LUKOIL” as follows:

- Dividend payments to nominee shareholders and trust managers who are professional market participants registered in the shareholder register of PJSC “LUKOIL” to be made not later than 12 January 2018,
- Dividend payments to other persons registered in the shareholder register of PJSC “LUKOIL” to be made not later than 2 February 2018.

The costs on the transfer of dividends, regardless of the means, will be paid by PJSC “LUKOIL”.

To propose that the Extraordinary General Shareholders Meeting set 22 December 2017 as the date on which persons entitled to receive dividends based on the results of the first nine months of 2017 will be determined.

The proposed decisions are based on the recommendations of the Strategy and Investment Committee of the Board of Directors of PJSC “LUKOIL” (Minutes No.4 of 12 October 2017).

On item 2 on the agenda of the Meeting: ‘On payment of a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for their performance of the functions of the members of the Board of Directors’

Position:

In accordance with Clause 2, Article 64 of Federal Law *On Joint Stock Companies*, by decision of the general meeting of shareholders, the members of the board of directors of a company may be paid remuneration in the period during which they perform their duties. The amount of such remuneration shall be established by decision of the general meeting of shareholders.

The *Director Compensation and Expense Reimbursement Policy of PJSC “LUKOIL”* provides that subject to a decision by an Extraordinary General Shareholders Meeting, members of the Company’s Board of Directors may be paid a part of the remuneration for their performance of responsibilities as members of the Board of Directors.

Also the *Procedure for the remuneration and reimbursement of expenses of members of the Board of Directors and Audit Commission of PJSC “LUKOIL”* stipulates a possibility of a partial payment prior to the Annual Shareholders Meeting of the remuneration to members of the Board of Directors for the performance of their functions (Board fee) by decision of the Company’s Extraordinary General Shareholders Meeting.

Partial payments of the remuneration to members of the Board of Directors for the performance of their functions have become a company practice since 2015. A partial payment of the Board fee will compensate Directors’ inflation losses, and align, to the greatest extent possible, with the current macroeconomic environment and the balance of interest between the Company and its Board members.

The Board fee for the newly elected members of the Board of Directors of PJSC “LUKOIL” was established by decision of the Annual General Shareholders Meeting of PJSC “LUKOIL” on 21 June 2017 (Minutes No.1) in the amount of 6,500,000 roubles. The Board of Directors recommends that one-half of this amount (i.e. 3,250,000 roubles) be paid to each member of the Board of Directors.

Recommendation:

To pay a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for performance of their functions (Board fee) for the period from the date the decision on the election of the Board of Directors was taken to the date this decision is taken by the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” constituting one-half (i.e. 3,250,000 roubles each) of the Board fee established by decision of the Annual General Shareholders Meeting of PJSC “LUKOIL” on 21 June 2017 (Minutes No.1).

The proposed decision is based on the recommendations of the Human Resources and Compensation Committee of the Board of Directors of PJSC “LUKOIL” (Minutes No.7 of 12 October 2017).

On item 3 on the agenda of the Meeting: ‘Taking a decision on participation of PJSC “LUKOIL” in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs’

Position:

The All-Russian Association of Employers ‘The Russian Union of Industrialists and Entrepreneurs’ (hereinafter, ARAE RUIE/RSPP) was established in 2006. Today its members include 375 national, sectoral, regional associations of employers and companies such public joint stock companies as Gazprom, Transneft, VTB Bank, and Aeroflot Russian Airlines.

RUIE seeks to create a favorable business climate to efficiently develop the market economy, enhance competitiveness of Russian businesses, improve the reputation of industrialists and entrepreneurs, promote cooperation with the International Labour Organization, the International Organization of Employers, and other international organizations, Russian and international entrepreneur associations; to establish and develop a system of professional qualifications in the Russian Federation, build an independent evaluation system of employee qualifications, develop and perform expert reviews of draft occupational standards.

V.Yu. Alekperov, President of PJSC “LUKOIL”, is Chairman of the RUIE Committee on Energy Policy and Efficiency and a member of the ARAE RUIE Board.

On a permanent basis, the ARAE RUIE invites federal executives and market regulators, Russian and international business representatives and academics to discuss socio-economic and socio-political challenges of Russia’s and the world’s accelerated technological development, and sits on the Russian Tripartite Commission for the Regulation of Social and Labour Relations.

The Company’s membership in ARAE RUIE will require payment of the registration fee of RUB150,000. Also, the ARAE RUIE Charter prescribes that annual membership and ad hoc dues are payable based on the amount determined by its Board.

In order to enhance the efficiency of strategic task management, innovation and development, and to further promote and strengthen the Company’s positions as one of the leaders of the Russian oil industry, the Company’s Board of Directors deems it necessary that a decision be taken on membership of PJSC “LUKOIL” in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs.

Recommendation:

To approve participation of Public Joint Stock Company “Oil company “LUKOIL” in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs through membership.

The proposed decision is based on the recommendations of the Strategy and Investment Committee of the Board of Directors of PJSC “LUKOIL” (Minutes No.4 of 12 October 2017).

On item 4 on the agenda of the Meeting: ‘Taking a decision on consent to perform an interested-party transaction’

Position:

In accordance with Clause 4, Article 83 of the Federal Law *On Joint Stock Companies* (the “Law”), the decision on giving consent to performing an interested-party transaction requires approval by a

company's General Shareholder Meeting if the subject of the transaction is property worth 10 percent or more of the book value of the company's assets in accordance with its latest accounting (financial) statements. Then such decision shall be made by the General Shareholders Meeting only on recommendation of the Board of Directors, as prescribed by Clause 3, Article 49 of the Law.

The Board of Directors of PJSC "LUKOIL" recommends to bring up an interested-party transaction for consideration at the Extraordinary General Shareholders Meeting of PJSC "LUKOIL". The transaction's price exceeds 10 percent² of the Company's assets book value in accordance with its accounting (financial) statements as at the latest reporting date - PJSC "LUKOIL", the Sole Member of LUKOIL INTERNATIONAL GmbH (the Company) to make an additional monetary contribution in the amount of EUR6,200,000,000 to increase the charter capital of the Company by EUR150,000, which would increase the par value of the interest of PJSC "LUKOIL" by EUR150,000. After the additional contribution is made the par value of the interest of PJSC "LUKOIL" in the charter capital of LUKOIL INTERNATIONAL GmbH will be equal to EUR300,000. In accordance with Clause 7, Article 83 and Article 77 of the Law, the Board of Directors of PJSC "LUKOIL" recommends that the transaction price be determined in the amount of the monetary contribution equalling EUR6,200,000,000.

The interested parties are the President, members of the Management Committee and members of the Board of Directors of PJSC "LUKOIL", who are simultaneously members of the governing bodies of LUKOIL INTERNATIONAL GmbH, a party to the transaction. The interested parties have no direct material benefit. These parties are recognised as interested parties due to the formal characteristic of participation in the governing bodies of PJSC "LUKOIL" and LUKOIL INTERNATIONAL GmbH.

The purpose of this contribution is to ensure the required balance of own sources to finance the investment development program of the LUKOIL Group abroad.

Recommendation:

To give consent to an interested-party transaction – PJSC "LUKOIL" (the Sole Member) to make an additional monetary contribution to the charter capital of LUKOIL INTERNATIONAL GmbH (the Company).

No special opinions on items 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".

² In accordance with the Company's accounting (financial) statements of PJSC "LUKOIL" as at the latest reporting date (30 September 2017), 10 percent of the book value of the Company's assets is equal to 192,824,662,800 roubles.



Draft Decisions of the Extraordinary General Shareholders Meeting of PJSC "LUKOIL"

Draft decision on item 1 on the agenda 'On payment (declaration) of dividends based on the results of the first nine months of 2017':

To pay dividends on ordinary shares of PJSC "LUKOIL" based on the results of the first nine months of 2017 in the amount of 85 roubles per ordinary share.

To set 22 December 2017 as the date on which persons entitled to receive dividends based on the results of the first nine months of 2017 will be determined.

The dividends be paid using monetary funds from the account of PJSC "LUKOIL" as follows:

- Dividend payments to nominee shareholders and trust managers who are professional market participants registered in the shareholder register of PJSC "LUKOIL" to be made not later than 12 January 2018,
- Dividend payments to other persons registered in the shareholder register of PJSC "LUKOIL" to be made not later than 2 February 2018.

The costs on the transfer of dividends, regardless of the means, will be paid by PJSC "LUKOIL".

Draft decision on item 2 on the agenda 'On payment of a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for their performance of the functions of the members of the Board of Directors:

To pay a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for performance of their functions (Board fee) for the period from the date the decision on the election of the Board of Directors was taken to the date this decision is taken constituting one-half (i.e. 3,250,000 roubles each) of the Board fee established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" on 21 June 2017 (Minutes No.1).

Draft decision on item 3 on the agenda 'Taking a decision on participation of PJSC "LUKOIL" in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs':

To approve participation of Public Joint Stock Company "Oil company "LUKOIL" in the All-Russian Association of Employers The Russian Union of Industrialists and Entrepreneurs through membership.

Draft decision on item 4 on the agenda 'Taking a decision on consent to perform an interested-party transaction':

To give consent to an interested-party transaction – PJSC "LUKOIL" (the Sole Member) to make an additional monetary contribution to the charter capital of LUKOIL INTERNATIONAL GmbH (the Company), on the terms and conditions set forth in the appendix hereto.

MINUTES No. 1
of the Annual General Meeting of Shareholders
of Public Joint Stock Company “Oil company “LUKOIL”

Full trade name of the company: *Public Joint Stock Company “Oil company “LUKOIL”*

Location of the company: Moscow

Address of the company: *Sretensky bulvar 11, Moscow 101000 Russian Federation*

Type of the General Meeting: *annual*

Form of the General Meeting: *a meeting (joint attendance of shareholders to discuss agenda items and take decisions on issues put to a vote) with preliminary distribution (dispatch) of ballots before the conduct of the Meeting*

The date of of determining (formalizing) the persons entitled to participate in the General Meeting: *29 May 2017*

Date of the General Meeting: *21 June 2017*

Place of the General Meeting: *PJSC “LUKOIL”, Sretensky bulvar 11, Moscow, Vega Conference Hall (entrance from Kostyansky pereulok)*

Opening of the General Meeting: *11:00 a.m.*

Closing of the General Meeting: *02:03 p.m.*

Start of registration of persons entitled to participate in the General Meeting: *9:30 a.m.*

End of registration of persons entitled to participate in the General Meeting: *01: 19 p.m.*

Start of counting votes: *01:24 p.m.*

Postal address to which completed ballots had been sent: *OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 6, Moscow, 123100, Russian Federation*

Date of preparation of the Minutes: *23 June 2017*

Item 4 on the agenda. On the remuneration and reimbursement of expenses to members of the Board of Directors of PJSC “LUKOIL”.

Resolution on Item 4 on the agenda (Ballot No.4):

1. *To pay remuneration and reimburse expenses to members of the Board of Directors of PJSC “LUKOIL” pursuant to Appendix No.1.*
2. *To establish remuneration for newly elected members of the Board of Directors of PJSC “LUKOIL” according to Appendix No.2.*

...

Voting results on Item 4 (point 2) on the agenda:

- | | |
|--|-------------|
| 1. The number of votes belonging to the persons included in the list of persons entitled to participate in the General Meeting on this Item: | 850,563,255 |
| 2. The number of votes for the Company's voting shares on | 850,563,255 |

this agenda item is determined taking into account the provisions of point 4.20 of the *Regulations on additional requirements to the procedure of preparation, convocation and holding of General Shareholders Meetings*, approved by FSFM Order No.12-6/pz-n of 02.02.2012:

3. The number of votes belonging to the persons who took part in the General Meeting on this Item:

629,872,000
(74.0535%),
the Item is quorate

The number of votes given for each voting option:

“For”

628,365,480
(99.7608%)

“Against”

607,462

“Abstain”

577,604

Decision taken on Item 4 (point 2) on the agenda:

To establish remuneration for newly elected members of the Board of Directors of PJSC “LUKOIL” according to Appendix No.2.

Chairman of the Meeting

R.U.Maganov

Secretary of the Meeting

N.A. Illarionov

Appendix to decision on Item 4 (point 2) on the agenda of the Annual General Meeting of Shareholders of Public Joint Stock Company “Oil company “LUKOIL” of 21 June 2017 (Minutes No.1)

To establish the following amounts of remuneration for the newly elected members of the Board of Directors of PJSC “LUKOIL”:

- for performance of the duties of a member of the Board of Directors – 6,500,000 roubles;
- for performance by a member of the Board of Directors of the functions of the Chairman of the Board of Directors – 5,000,000 roubles;
- for performance by a member of the Board of Directors of the functions of the Chairman of a committee of the Board of Directors – 1,000,000 roubles;
- for performance by a member of the Board of Directors of the functions of a member of a committee of the Board of Directors – 1,000,000 roubles;
- for attendance in person at a meeting of the Board of Directors or a committee of the Board of Directors which involves a transcontinental flight (a flight from one continent to another that lasts more than eight hours) – 350,000 roubles. If a member of the Board of Directors takes a transcontinental flight to attend the meetings of both a committee (committees) of the Board of Directors and of the Board of Directors itself, only a single amount of remuneration for the transcontinental flight will be paid;
- for each participation in conferences and other events on written instructions of the Chairman of the Board of Directors, in an amount of 150,000 roubles.

**Instructions for shareholders of PJSC “LUKOIL”
using the electronic voting solution
for the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”**

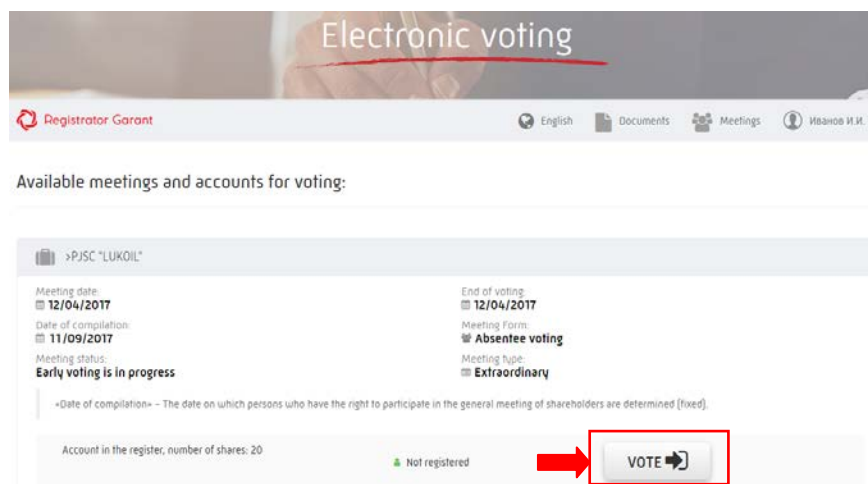
Please be informed that access for completing electronic voting ballots shall be granted from 10 November 2017 to the shareholders who register their title to shares in the Company’s shareholder register, while shareholders who are clients of nominee holders shall be granted access after the said nominee holders provide OOO Registrator Garant, the company keeping the Company’s Shareholder Register, with information on persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.

To use the e-voting service:

<p>1. Follow the link: https://evoting.reggarant.ru/Voting/Lk or use the QR code to reach the website immediately.</p>	
<p>2. On the opened page, choose your preferred identification method: - via your confirmed account at the Public Services Portal (https://gosuslugi.ru); - using your credentials issued by OOO «Registrator «Garant».</p> <p>If you are a registered user of the Shareholder’s Personal Account service, use your credentials to enter.</p>	
<p>3. Check the relevant box to confirm that you agree with e-voting rules. (This is mandatory to continue using the Service).</p> <p>4. To receive notifications on the progress of the General Shareholders’ Meeting and on the voting results please provide your mobile phone number and/or email address and check <i>Email Notifications</i> and/or <i>Text (SMS) Notifications</i> boxes.</p> <p>5. Save changes.</p>	

If you have any questions regarding the E-voting Service, please contact
OOO «Registrator «Garant»: call +7 800 500 29 47 or email: evoting@reggarant.ru.

6. In the List of Meetings section, choose the available meeting and click on the VOTE button to proceed to the ballot.

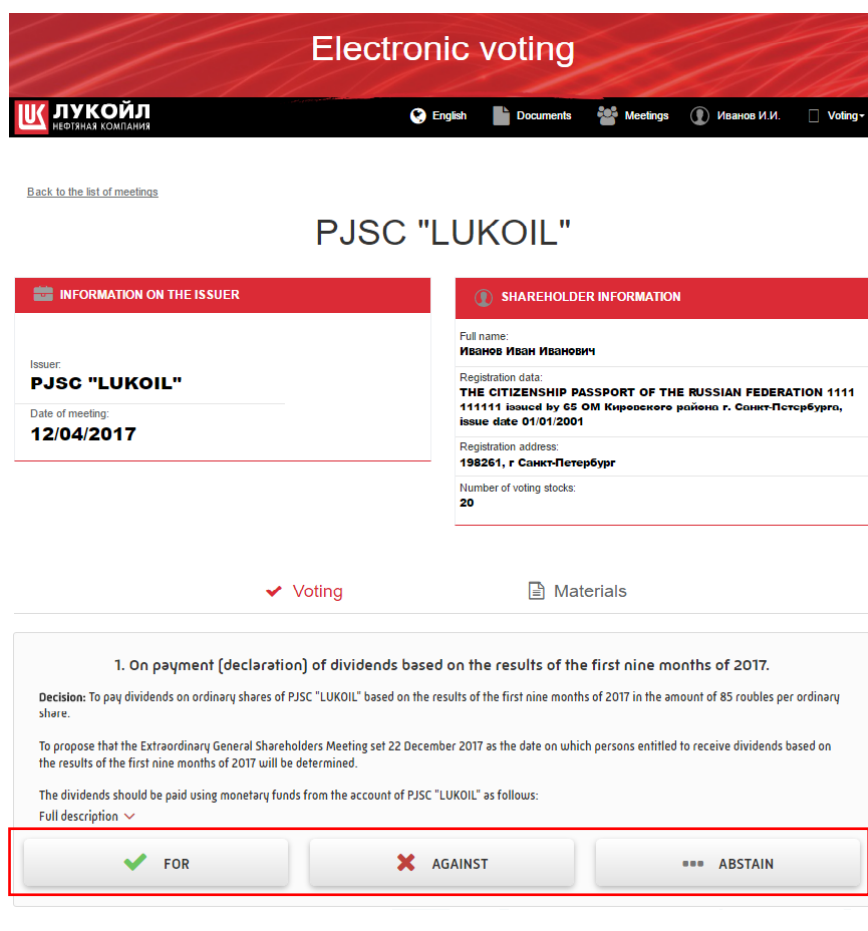


7. On the electronic voting ballot page:

7.1. Read the Meeting agenda, resolutions on agenda items that have been put to the vote, and information (reference materials) for the Meeting;

7.2. Click to choose the voting option ("FOR," "AGAINST," "ABSTAIN") *on each item on the agenda;*

7.3. Click on the VOTE button.



Recommended specifications:

PC:

OS: Windows 7 and higher

Browser: Google Chrome 61+

Channel throughput: 10Mb and higher

Mobile devices:

OS: Android 4.2 and higher, IOS

Browser: Google Chrome, Safari

Display resolution: 1280x720 pixels and more

If you have any questions regarding the E-voting Service, please contact
OOO «Registrator «Garant»: call +7 800 500 29 47 or email: evoting@reggarant.ru.