# **REPORT** on Voting Results

## of the Annual General Shareholders Meeting of Public Joint Stock Company "Oil company "LUKOIL"

Full company name: Public Joint Stock Company "Oil Company "LUKOIL"

**Location**: *Moscow* 

Address: Sretensky bulvar 11, Moscow, 101000, Russian Federation

**Type of General Meeting**: annual

**Form of General Meeting**: 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 determining (formalizing) the persons entitled to take part in the Annual General Shareholders Meeting: May 28, 2018

**Date of General Meeting:** June 21, 2018

**Place/venue:** Moscow, 11 Sretensky bulvar, PJSC "LUKOIL", Vega Conference Hall (entrance from Kostyansky pereulok)

Date of minutes of the Meeting: June 25, 2018

## **Annual General Shareholders Meeting Agenda:**

- 1. Approval of the 2017 Annual Report of PJSC "LUKOIL", the annual accounting (financial) statements, and also the distribution of profits and adoption of a decision on payment (declaration) of dividends based on the 2017 annual results.
- 2. Election of the members of the Board of Directors of PJSC "LUKOIL".
- 3. Election of the members of the Audit Commission of PJSC "LUKOIL".
- 4. On the remuneration and reimbursement of expenses to members of the Board of Directors of PJSC "LUKOIL"
- 5. On the remuneration of members of the Audit Commission of PJSC "LUKOIL".
- 6. Approval of the Auditor of PJSC "LUKOIL".

- 7. Approval of Amendments to the Charter of the Public Joint Stock Company "Oil Company "LUKOIL"
- 8. Decision on consent to perform an interested-party transaction.

Chairman of the Annual General Shareholders Meeting: Chairman of PJSC "LUKOIL" Board of Directors: Grayfer, Valery Isaakovich.

Secretary of the Annual General Shareholders Meeting: Illarionov, Nikolay Anatolyevich.

**The functions of the Counting Commission** were performed by PJSC "LUKOIL" Registrar, namely, OOO "Registrator "Garant", address: Krasnopresnenskaya Naberezhnaya 6, Moscow, 123100.

## Persons responsible for vote counting, authorized by the Registrar:

- 1. Irshenkov, Dmitry Igorevich (by virtue of power of attorney No. 19 of March 03, 2016);
- 2. Uspenskaya, Marina Vladimirovna (by virtue of power of attorney No. 21 of March 03, 2016);
- 3. Safronova, Tatyana Mikhailovna (by virtue of power of attorney No. 20 of March 03, 2016).

## **Voting results on item 1 of the Agenda:**

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is

present

Number of votes cast for each voting option:

For	642,003,148 (99.8614%)
Against	130,035
Abstained	422,036

## Resolution made in respect of item 1 of the Agenda:

To approve the Annual Report of PJSC "LUKOIL" for 2017, annual accounting (financial) statements and also distribute the profits based on the 2017 annual results as follows:

The net profit of PJSC "LUKOIL" based on the 2017 annual results equalled 204,363,705,986 roubles.

The net profit in the amount of 110,573,223,150 roubles based on the 2017 annual results (excluding the profit distributed as interim dividends of 72,297,876,675 roubles for the first nine months of 2017) be allocated for the payment of dividends.

The remainder of the profits shall be retained earnings.

To pay dividends on ordinary shares of PJSC "LUKOIL" based on the 2017 annual results in an amount of 130 roubles per ordinary share (excluding the interim dividends of 85 roubles per ordinary share paid for the first nine months of 2017). The total amount of dividends payable for 2017 including the earlier paid interim dividends will be 215 roubles per ordinary share. The dividends of 130 roubles per ordinary share be paid using monetary funds from the account of PJSC "LUKOIL" as follows: 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 23 July 2018, to other persons registered in the shareholder register of PJSC "LUKOIL" to be made not later than 13 August 2018.

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

To propose that the Annual General Shareholders Meeting set 11 July 2018 as the date on which persons entitled to receive dividends based on the 2017 annual results will be determined.

## Voting results on item 2 of the Agenda:

1. Number of cast cumulative votes belonging to the persons entitled to attend the General Meeting in respect of this item of the Agenda:

9,356,195,805

2. Number of cumulative votes accounted for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz – n of February 2, 2012:

9,356,195,805

3. Number of cast cumulative votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda in accordance with the cumulative voting procedure:

7,044,118,564 (75.2883%), quorum is present

Number of cumulative votes cast for each cumulative voting option:

"For"

1. Alekperov, Vagit Yusufovich	1,146,135,049
2. Blazheev, Victor Vladimirovich	243,519,909
3. Gati, Toby Trister	591,357,490
4. Grayfer, Valery Isaakovich	871,408,068
5. Ivanov, Igor Sergeevich	242,810,470
6. Leyfrid, Aleksander Viktorovich	21,814,826
7. Maganov, Ravil Ulfatovich	925,226,551
8. Munnings, Roger	587,819,449
9. Matzke, Richard	142,090,087
10. Pictet, Ivan	591,385,661
11. Fedun, Leonid Arnoldovich	841,734,822
12. Khoba, Lyubov Nikolaevna	761,434,353

#### "Against" all candidates

51,112,842

#### "Abstained" on all candidates

15,750,724

## **Resolution made in respect of item 2 of the Agenda:**

To elect the Board of Directors of PJSC "LUKOIL", consisting of 11 members, from the list of candidates approved by the Board of Directors of PJSC "LUKOIL" on 5 March 2018 (Minutes No.3).

- 1. Alekperov, Vagit Yusufovich
- 2. Blazheev, Victor Vladimirovich
- 3. Gati, Toby Trister
- 4. Grayfer, Valery Isaakovich
- 5. Ivanov, Igor Sergeevich
- 6. Maganov, Ravil Ulfatovich
- 7. Munnings, Roger
- 8. Matzke, Richard
- 9. Pictet, Ivan
- 10. Fedun, Leonid Arnoldovich
- 11. Khoba, Lyubov Nikolaevna

## Voting results on item 3 of the Agenda:

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

812,427,597

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

604,758,755 (74.4385%), quorum is present

#### Number of votes cast for each voting option:

## Vrublevskiy, Ivan Nikolaevich

For	596,603,116 (98.6514%)
Against	5,566,591
Abstained	2,186,643
Suloev, Pavel Aleksandrovich	
For	601,448,182 (99.4526%)
Against	1,977,212
Abstained	882,768
Surkov, Aleksander Viktorovich	
For	596,409,105 (98.6193%)
Against	5,681,857
Abstained	2,193,119

## Resolution made in respect of item 3 of the Agenda:

To elect the Audit Commission of PJSC "LUKOIL" from the list of candidates approved by the Board of Directors of PJSC "LUKOIL" on 5 March 2018 (Minutes No. 3):

Vrublevskiy, Ivan Nikolaevich Suloev, Pavel Aleksandrovich Surkov, Aleksander Viktorovich

## Voting results on item 4 of the Agenda, Cl. 1:

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is

Number of votes cast for each voting option:

present

For 641,376,958

(99.7640%)

Against 898,862

Abstained 261,223

## Resolution made in respect of item 4 of the Agenda, Cl.1:

To pay remuneration and reimburse expenses to members of the Board of Directors of PJSC "LUKOIL" pursuant to Appendix No.1 hereto.

## Voting results on item 4 of the Agenda, Cl. 2:

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is present Number of votes cast for each voting option:

For	633,497,377 (98.5383%)
Against	888,206
Abstained	284,654

#### Resolution made in respect of item 4 of the Agenda, Cl.2:

To establish the amounts of remuneration for the newly elected members of the Board of Directors of PJSC "LUKOIL" pursuant to Appendix No.2 hereto.

## Voting results on item 5 of the Agenda, Cl. 1:

1. Number of cast votes belonging to persons entitled to	
attend the General Meeting in respect of this item of the	
Agenda:	850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%),

Number of votes cast for each voting option:

Against

quorum is present

880,336

For 641,403,980 (99.7682%)

Abstained 264,435

## Resolution made in respect of item 5 of the Agenda, Cl.1:

To pay the remuneration to the members of the Audit Commission of PJSC "LUKOIL" in the following amounts:

I.N. Vrublevskiy - 3,500,000 roubles
 P.A. Suloev - 3,500,000 roubles
 A.V. Surkov - 3,500,000 roubles

#### Voting results on item 5 of the Agenda, Cl. 2:

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is present

Number of votes cast for each voting option:

For	641,492,128
	(99.7819%)

Against 764,153

Abstained 290,711

## Resolution made in respect of item 5 of the Agenda, Cl.2:

To deem it appropriate to retain the amounts of remuneration for members of the Audit Commission of PJSC "LUKOIL" established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" of 23 June 2016 (Minutes No. 1)

## **Voting results on item 6 of the Agenda:**

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's

FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is present

Number of votes cast for each voting option:

For	634,760,277
	(98.7348%)
Against	7,352,384

Abstained 439,571

#### Resolution made in respect of item 6 of the Agenda:

To approve the independent auditor of PJSC "LUKOIL" - Joint Stock Company KPMG.

## Voting results on item 7 of the Agenda:

1. Number of cast votes belonging to persons entitled to attend the General Meeting in respect of this item of the Agenda:

850,563,255

2. Number of votes accounting for the voting shares of the Company in respect of this item of the Agenda, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders' Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

850,563,255

3. Number of cast votes belonging to the persons who attended the General Meeting in respect of this item of the Agenda:

642,894,413 (75.5846%), quorum is present

Number of votes cast for each voting option:

For	639,068,082 (99.4048%)
Against	3,220,982
Abstained	258,784

#### **Resolution made in respect of item 7 of the Agenda:**

To approve Amendments to the Charter of Public Joint Stock Company "Oil company "LUKOIL", pursuant to the Appendix hereto.

### Voting results on item 8 of the Agenda:

1. Number of cast votes belonging to all persons entitled to attend the General Meeting not interested in the respective transaction in respect of item 8:

812,427,597

2. Number of votes accounted for the voting shares of the Company belonging to the persons not interested in the respective transaction, determined in view of Cl. 4.20 of the Provision on Additional Requirements to the Preparation, Convening and Holding of the General Shareholders Meeting approved by Russia's FFMS Order No. 12-6/pz-n of February 2, 2012:

812,427,597

3. Number of cast votes belonging to the persons who attended the General Meeting not interested in the respective transaction in respect of item 8:

604,758,755 (74.4385%), quorum is present

Number of votes cast for each voting option:

For 599,591,416 (99.6652%)

Against 1,565,576

Abstained 448,425

## Resolution made in respect of item 8 of the Agenda:

To give consent to an interested-party transaction – Contract (Policy) on insuring the liability of directors, officers and companies between PJSC"LUKOIL" (Policyholder) and OAO "Kapital Insurance" (Insurer) on the terms and conditions set forth in the Appendix hereto.

This Report on Voting Results has been compiled in two counterparts.

Chairman of the General Meeting

V.I. Grayfer

Secretary of the General Meeting

N.A. Illarionov

Appendix to Resolution on item 4 (Clause 1) of the Agenda of the General Shareholders Meeting held by Public Joint Stock Company "Oil Company "LUKOIL" of June 21, 2018

1. With the partial payment in mind made based on the decision of the General Shareholders Meeting of **PJSC** "LUKOIL" Extraordinary 04 December 2017 (Minutes No.2) on a partial payment of the remuneration to members of the Board of Directors of PJSC "LUKOIL" constituting one-half of the Board fee established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" on 21 June 2017 (Minutes No.1), to pay remuneration to the members of the Board of Directors of PJSC "LUKOIL" for their performance of the duties of members of the Board of Directors for the period from the adoption of the decision by the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" of 04 December 2017 to the date a decision is taken by the Annual General Shareholders Meeting of PJSC "LUKOIL", in the following amounts:

- V.I. Grayfer - 3,250,000 roubles

- V.Yu. Alekperov - 3,250,000 roubles

- V.V. Blazheev - 3,250,000 roubles

- T. Gati - 3,250,000 roubles

- I.S. Ivanov - 3,250,000 roubles

- R.U. Maganov - 3,250,000 roubles

- R. Munnings - 3,250,000 roubles

- R. Matzke - 3,250,000 roubles

- I. Pictet - 3,250,000 roubles

- L.A. Fedun - 3,250,000 roubles

- L.N. Khoba - 3,250,000 roubles

- 2. In accordance with the decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" of 21 June 2017 (Minutes No. 1), to pay the members of the Board of Directors the following remuneration, in addition to that for the performance of the duties of members of the Board of Directors:
- to V.I. Grayfer, for performance of the functions of the Chairman of the Board of Directors of PJSC "LUKOIL" 5,000,000 roubles;
- to I.S. Ivanov, for performance of the functions of the Chairman of the Strategy and Investment Committee of the Board of Directors of PJSC "LUKOIL" 1,000,000 roubles;
- to V.V. Blazheev, for performance of the functions of the Chairman of the Audit Committee of the Board of Directors of PJSC "LUKOIL" 1,000,000 roubles;
- to R. Munnings, for performance of the functions of the Chairman of the Human Resources and Compensation Committee of the Board of Directors of PJSC "LUKOIL" 1,000,000 roubles;
- to I.S. Ivanov, T. Gati, R.U. Maganov, L.A. Fedun, for performance of the functions of a member of the Strategy and Investment Committee of the Board of Directors −1,000,000 roubles each;
- to V.V. Blazheev, I.S. Ivanov, I. Pictet, for performance of the functions of a member of the Audit Committee of the Board of Directors − 1,000,000 roubles each;
- to R. Munnings, V.V. Blazheev, R. Matzke, for performance of the functions of a member of the Human Resources and Compensation Committee of the Board of Directors 1,000,000 roubles each.
- 3. In addition to remuneration for performing their functions as members of the Board of Directors, to pay the members of the Board of Directors of PJSC "LUKOIL":
- for their attendance at meetings of the Board of Directors or a committee of the Board of Directors, where attendance requires a transcontinental flight, in the amount established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" of 21 June 2017 (Minutes No.1);
- for each participation in conferences and other events on written instructions of the Chairman of the Board of Directors, in the amount established by decision of

the Annual General Shareholders Meeting of PJSC "LUKOIL" of 21 June 2017 (Minutes No.1).

The specific amount of remuneration due for payment shall be determined as at the date of the Annual General Shareholders Meeting of PJSC "LUKOIL" on 21 June 2018, in accordance with the actual participation of members of the Board of Directors at meetings and conferences (other events).

4. To reimburse members of the Board of Directors for expenses in relation to their performance of the functions of members of the Board of Directors, the types of which are established by decision of the Annual General Shareholders Meeting of OAO "LUKOIL" of 24 June 2004 (Minutes No.1), in the amount of actually incurred documented expenses.

Appendix to Resolution on item 4 (Clause 2) of the Agenda of the General Shareholders Meeting held by Public Joint Stock Company "Oil Company "LUKOIL" on June 21, 2018

To determine the following remuneration amounts for the newly elected members of Board of Directors of PJSC "LUKOIL":

- for the performance of the duties of Board of Directors members 6,750,000 roubles;
- for the performance of the duties of the Board of Directors Chairman by a Board of Directors member 5,200,000 roubles;
- for the performance of the duties of the Chairman of the Board Committee by a Board of Director member 1,050,000 roubles ;
- for the performance of the duties of the member of the Board Committee by a Board of Director member 1,050,000 roubles;
- for the attendance of meetings of the Board of Directors or a Board Committee in presentia, if attendance requires a transcontinental flight (flight from one continent to another, with the duration of the flight of more than 8 hours) –350,000 roubles. If the transcontinental flight was conducted for a member of the Board of Directors to participate both in the committee (committees) of the Board of Directors, and for the meeting of the Board of Directors, the remuneration for the transcontinental flight shall only be paid once.
- for participation in conferences and other events of members of the Board of Directors following written instructions by the Chairman of the Board of Directors in the amount of 150,000 roubles.

Appendix to Resolution on item 7 of the Agenda of the General Shareholders Meeting held by Public Joint Stock Company "Oil Company "LUKOIL" of June 21, 2018

## AMENDMENTS to the Charter of the Public Joint Stock Company "Oil Company "LUKOIL"

- 1. Amend and restate sub-clause 3.2.10, clause 3.2, Article 3 "Objective and Types of Business Activities of the Company" to read as follows:
  - "3.2.10. Legal support and provision of legal services;".
- 2. Exclude sub-clause 9.7.21, clause 9.7, Article 9 "Board of Directors." Subclauses 9.7.22. 9.7.29. shall be considered sub-clauses 9.7.21. 9.7.28. accordingly.
- 3. Amend and restate sub-clause 10.6.5, clause 10.6, Article 10 "President and Management Committee of the Company" to read as follows:
- "10.6.5. Development and implementation of the general development strategy for the Company's subsidiaries, including uniform production, technical, fiscal, pricing, sales, social and staffing policy, preliminary approval of the decisions of the Company's subsidiaries on participation in other entities, as well as decisions concerning acquisition of subsoil use rights that may result in investment expenses exceeding the sum in rubles equivalent to USD 150 million, and termination of subsoil use rights at the subsoil user's initiative, except for termination of subsoil use rights to subsoil blocks with no mineral reserves, coordination of the operations of the Company's subsidiaries, including approval of the documents regulating the activities of the Company's subsidiaries."

Appendix to Resolution on item 8 of the Agenda of the General Shareholders Meeting held by Public Joint Stock Company "Oil Company "LUKOIL" of June 21, 2018

## **Related-Party Transaction**

No.	Names of the Parties	Name of transaction	Beneficiary	Subject of transaction	Persons interested in a transaction, grounds for the person to be considered an interested party	Other material terms of the transaction	Price
1.	PJSC LUKOIL	Insurance agreement (policy) covering the	- Coverage A: sole executive body, members of management	Should any of the insured events provided for by the Agreement occur, the	The President, members of the	The insurance period covers the period from	The Insurance Premium under
	(Insured Party)	liability of directors, officers and companies	bodies, employees of PJSC LUKOIL and/or PJSC LUKOIL	Insurer shall for the fee (Insurance Premium) provided for by the	Board of Directors and the	July 19, 2018 through July 18, 2019.	Coverages A, B, C shall not exceed USD
	OAO "Capital	(hereinafter, the	subsidiaries, and/or other	Agreement, pay the insurance indemnity	Management	Th - :	430,000.
	Insurance" (Insurer)	"Agreement").	organizations in which PJSC	provided for by the Agreement (as the	Committee of PJSC LUKOIL	The insurance coverage (liability	
	(msurer)		LUKOIL or its subsidiary has a stake, at the suggestion of which	case may be) to the respective Insured Party and/or any other Party entitled to	simultaneously act	limit) under Coverages	
			the sole executive body and/or	such indemnity within the limit of the	as transaction	A, B, C shall be at	
			members of management bodies of	Insurance Coverage (liability limit)	beneficiaries.	least USD	
			the respective organizations were	provided for by the Agreement.		150,000,000, including	
			elected (hereinafter, the "Insured			coverage related	
			Party".)	For the purpose of Coverage A, the		expenses.	
			Coverage D. DISC LUVOII	insured event in terms of liability		The Insurance	
			- Coverage B: PJSC LUKOIL, PJSC LUKOIL subsidiaries, other	insurance of any Insured Party for any Losses incurred by other persons, shall		Premium shall be paid	
			organizations in which PJSC	be considered any of the following		in rubles at the	
			LUKOIL or its subsidiary has a	events: (a) incidence of liability of any		exchange rate as	
			stake, at the suggestion of which	Insured Party at any moment prior to or		agreed on by the	
			the sole executive body and/or	within the Insurance Coverage Period		Parties as of the	
			members of management bodies of	under the applicable legislation due to		Agreement date under	

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		the respective organizations were	any Losses incurred by other persons as a		the Agreement terms.	
		elected (hereinafter, the	result of any Wrongdoing of the Insured			
		"Companies for Coverage B	Party, and (b) bringing any Action			
		purposes".)	against the said Insured Party due to the			
		G G DIGGLILIZOH DIGG	Losses incurred by other persons within			
		Coverage C: PJSC LUKOIL, PJSC	the Insurance Coverage Period (means			
		LUKOIL subsidiaries (hereinafter,	the validity period of the insurance			
		the "Company".)	coverage provided for by the Agreement			
		TI 1 1 1 1	starting simultaneously with the			
		The above persons shall be	Insurance Coverage Period and ending			
		collectively referred to as the	simultaneously with the expiry of the			
		"Insured Party."	Insurance coverage period, and should			
			there be a so-called "Discovery Period"			
			(a 60-day period starting after the expiry			
			of the Insurance coverage period and			
			early termination/dissolution of the			
			Agreement, within which the Insurer may			
			be notified of any Action brought for the			
			first time within the respective period due			
			to any Wrongdoing that occurred prior to			
			the expiry of the Insurance coverage			
			period) - upon the expiry of the			
			"Discovery Period"). The insured event			
			shall occur at the moment the above			
			Legal Action is taken provided that the			
			Insurer subsequently admits the			
			occurrence of the insured event or the			
			said occurrence is admitted by court,			
			arbitration, tribunal or any other			
			competent body/institution. The			
			Agreement also covers any Losses			
			incurred by any Insured Party and/or the			
			Losses to be incurred by any Insured			
			Party upon expiry of the Insurance			
			Coverage Period as a liability for the			
			Losses incurred by other persons			
			(including but not limited to decisions by			
			court, arbitration, tribunal or any other			
			competent body/institution upon expiry			
			of the Insurance Coverage Period), but in			
			connection with any Legal Action taken			
			connection with any Began rection taken			

within the Insurance Coverage Period. Under Coverage A, the Insured Party or a third party in the interests of the Insured Party shall be indemnified for any Losses related to any Legal Action that was taken for the first time against any Insured Party within the Insurance Coverage Period or the Discovery Period (if applicable), of which the Insurer was notified in writing under the Agreement, except for the cases when the said Losses were indemnified by the Company (within the respective indemnification limit). For the purpose of Coverage B, the insured event shall be considered the fact of any expenses incurred by any Company for the purpose of Coverage B due to the indemnification for any Losses incurred by any Insured Party and/or any other person in the interests of any Insured Party by the said Company for the purpose of Coverage B, in connection with any Legal Action taken against any Insured Party and/or liability of any Insured Party for any Losses incurred by other persons. The Agreement also covers the specified expenses incurred by any Company for the purpose of Coverage B upon expiry of the Insurance Coverage Period, but in connection with any Legal Action taken within the Insurance Coverage Period and/or the liability of any Insured Party for any Losses incurred by other persons due to which a Legal Action was taken within the Insurance Coverage Period. Under Coverage B, the Company or a

third party in the interests of the Company shall be indemnified for the purpose of Coverage B, for any Losses related to any Legal Action that was taken for the first time against any Insured Party within the Insurance Coverage Period or the Discovery Period (if applicable), of which the Insurer was notified in writing under the Agreement, but only to the extent in which the said Losses were indemnified by the Company for the purpose of Coverage B. For the purpose of Coverage C, the insured event in terms of liability insurance of any Company for any Losses incurred by other persons, shall be considered any of the following events: (a) incidence of liability of any Company at any moment prior to or within the Insurance Coverage Period under the applicable legislation due to any Losses incurred by other persons as a result of any Wrongdoing of the Company, and (b) taking of any Legal Action on securities due to the Losses incurred by other persons against the said Company within the Insurance Coverage Period. The insured event shall occur at the moment the above Legal Action on securities is taken provided that the Insurer subsequently admits the occurrence of the insured event or the said occurrence is admitted by court, arbitration, tribunal or any other competent body/institution. The Agreement also covers any Losses incurred by any Company and/or the Losses to be incurred by any Company upon expiry of the Insurance Coverage

Period as a liability for the Losses

incurred by other persons (including but not limited to decisions by court, arbitration, tribunal or any other competent body/institution upon expiry of the Insurance Coverage Period), but in	
connection with any Legal Action on taken brought within the Insurance Coverage Period.	
Under Coverage C, the Company or a third party in the interests of the Company shall be indemnified for any Losses related to any Legal Action on securities that was taken for the first time against any Company within the Insurance Coverage Period or the Discovery Period (if applicable), of which the Insurer was notified in writing under the Agreement. Coverage C does not limit in any way Coverage A in respect of any Legal Actions on securities.	