



Materials that are made available for those entitled to participate
in the Extraordinary General Shareholders Meeting of
PJSC “LUKOIL”
to be held on June 14, 2023

(in the form of an absentee voting meeting)

CONTENTS

1.	Notice of the Extraordinary General Shareholders Meeting of Public Joint Stock Company “Oil company “LUKOIL”	3
2.	Agenda of the Extraordinary General Shareholders Meeting of PJSC "LUKOIL"	5
3.	Draft decisions of the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”	6
4.	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”	7
5.	Instructions for shareholders of PJSC “LUKOIL” using the electronic voting solution for the General Shareholders Meeting of PJSC “LUKOIL”	9



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, by decision of the Board of Directors of PJSC “LUKOIL” of 20 April 2023, an Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will take place on **14 June 2023 in the form of an absentee voting meeting**, with the following agenda:

- 1. Decision on subsequent approval of an interested-party transaction.**
- 2. Decision on consent to perform an interested-party transaction.**

The deadline for the receipt of ballots

14 June 2023

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

OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory of a city of federal significance, Moscow, 123100, Russian Federation

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

21 May 2023

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 in the information and telecommunications network Internet where the electronic voting ballot 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 ballot electronically on the website <https://evoting.reggarant.ru/Voting/Lk> in the information and telecommunications network Internet, with the Instructions for users of the electronic voting solution available on the Company’s websites www.lukoil.ru (in Russian), www.lukoil.com (in English) in the information and telecommunications network Internet. Access for completing the electronic voting ballot shall be granted from 22 May 2023 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 Registrar) keeping the Company’s Shareholder Register with information on persons entitled to participate in the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.

If the Company’s Shareholder Register contains information on the email address of a person entitled to participate in the General Shareholders Meeting, then the ballot for voting at the Meeting shall be sent to such a person in the form of an electronic message with a ballot file attached to his/her email address specified in the Company’s Shareholder Register. In this case, voting can be performed by printing, completing and sending the ballot attached to the electronic message by mail to the address: OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory, Moscow, 123100, Russian Federation. If so, the voting ballot must be signed without fail. Information on the shareholder’s e-mail address may be provided by the shareholder by submitting the Registered Natural/Legal Person’s Form containing information about the e-mail address to the Registrar. The Registrar charges no fee for submitting the Registered Natural/Legal Person’s Form.

The ballots received by PJSC “LUKOIL” by the deadline for the receipt of ballots and the electronic ballots completed at <https://evoting.reggarant.ru/Voting/Lk> in the information and telecommunications network Internet by the said deadline will be counted 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 on the Company’s websites www.lukoil.ru (in Russian), www.lukoil.com (in English) in the information and telecommunications network Internet starting from the date of publication on the said websites (no later than 24 May 2023); and from 25 May 2023, 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 (495) 981 7320 or 8 (495) 780 1943, as well as at the Registrar's addresses: Krasnopresnenskaya Naberezhnaya 8, Moscow, 123100, Russian Federation, tel. 8 (495) 221 3112, 8 (800) 500 2947; Nevsky prospect, 21 A, 13H-1/1, fifth floor, office 511, (Mertens Business Center), St. Petersburg, 191186, Russian Federation, tel. +7 (812) 644 8768, +7 (495) 221 3112 (ext. 2936, 2937) and at the addresses of the transfer agents of OOO «Registrator «Garant» indicated on the Registrar's official website <http://www.reggarant.ru/index.php/ru/transfer-agentskie-punkty>.

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

The decisions 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 in the information and telecommunications network Internet through 16 June 2023.

For the purpose of ensuring your rights as a shareholder of PJSC “LUKOIL”, we kindly ask you to inform OOO «Registrator «Garant», the company keeping the Company’s Shareholder Register, 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, Article 8.2 of the Federal Law *On Securities Market* neither the Company nor the Registrar will be liable for the loss incurred, should you fail to provide information on such changes.

More details on the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will be available if contacted at: 8 (495) 981 7320 or 8 (495) 780 1943, shareholder@lukoil.com.

Board of Directors of PJSC “LUKOIL”

AGENDA
of the Extraordinary General Shareholders Meeting of PJSC "LUKOIL"
Moscow, 14 June 2023

1. Decision on subsequent approval of an interested-party transaction.
2. Decision on consent to perform an interested-party transaction.



**DRAFT DECISIONS
OF THE 2023 EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF PJSC “LUKOIL”**

Draft decision on item 1 on the agenda: *Decision on subsequent approval of an interested-party transaction:*

To approve an interested-party transaction – Contract (Policy) on Directors, Officers and Companies Liability Insurance entered into by PJSC “LUKOIL” (Policyholder) and Ingosstrakh Insurance Company (Insurer) on 15 July 2022 on the terms and conditions set forth in Appendix No.1 hereto.

Draft decision on item 2 on the agenda: *Decision on consent to perform an interested-party transaction:*

To give consent to an interested-party transaction – Contract (Policy) on Directors, Officers and Companies Liability Insurance between PJSC “LUKOIL” (Policyholder) and GARDIA, JSC (Insurer) on the terms and conditions set forth in Appendix No.2 hereto.



**Position and recommendations of the Board of Directors of PJSC “LUKOIL”
on items 1 and 2 on the agenda of
the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”**

Position:

The Board of Directors of PJSC “LUKOIL” proposes to bring interested-party transactions to the Extraordinary General Shareholders Meeting of PJSC “LUKOIL” for consideration, namely:

1) Contract (Policy) on Directors, Officers and Companies Liability Insurance entered into by PJSC “LUKOIL” (Policyholder) and Ingosstrakh Insurance Company (Insurer) on 15 July 2022, for taking decision on its subsequent approval, and

2) Contract (Policy) on Directors, Officers and Companies Liability Insurance to be entered into by PJSC “LUKOIL” (Policyholder) and GARDIA, JSC (Insurer), for taking decision on giving consent to perform this transaction.

The above transactions shall be brought to the Company’s General Shareholders Meeting for consideration based on Clause 3.1, Article 83 of the Federal Law *On Joint Stock Companies* (hereinafter, the Law), as all the members of the Board of Directors of PJSC “LUKOIL” are recognized as interested parties with respect to these transactions for being their beneficiaries, since they shall be entitled to indemnification should any insured event occur.

Under the Contracts (Policies) on Directors, Officers and Companies Liability Insurance (hereinafter the “Policies”) the following liability shall be insured: the single-person executive body, members of the governing bodies, employees of PJSC “LUKOIL” and/or subsidiaries of PJSC “LUKOIL”, and/or other organisations with the participation of PJSC “LUKOIL” and/or its subsidiary based on whose proposals the single-person executive body and/or members of the governing/management bodies of such organisations were elected (Under Cover A), the liability of PJSC “LUKOIL”, subsidiaries of PJSC “LUKOIL”, other organisations with the participation of PJSC “LUKOIL” and/or its subsidiary based on whose proposals the single-person executive body and/or members of the governing/management bodies of such organisations were elected (Under Cover B), and also the liability of PJSC “LUKOIL” and subsidiaries of PJSC “LUKOIL” in respect of any Securities Claims (Under Cover C). Subject to the Policies, PJSC “LUKOIL” (Policyholder) undertakes to pay the insurance premium, and the Insurers undertake to pay the insurance coverage (indemnification) to (as the case may be) the respective Insured and/or any other person entitled to such indemnification, within the limits of liability specified in the Policies, should any insured event stipulated in the Policies occur.

For the first transaction, Contract (Policy) on Directors, Officers and Companies Liability Insurance entered into by PJSC “LUKOIL” (Policyholder) and Ingosstrakh Insurance Company (Insurer) on 15 July 2022: the Policy period is from 19 July 2022 through 18 July 2023; the limit of liability is RUB 3,700,000,000 (total for all insurance Covers); the total insurance premium for Covers A, B and C is not more than RUB 74,000,000.

For the second transaction, Contract (Policy) on Directors, Officers and Companies Liability Insurance to be entered into by PJSC “LUKOIL” (Policyholder) and GARDIA, JSC (Insurer): the Policy period shall be from 19 July 2023 through 18 July 2024; the limit of liability shall be RUB 3,200,000,000

(total for all insurance Covers); the total insurance premium for Covers A, B and C shall be not more than RUB 64,000,000.

Such liability insurance has been maintained by the Company since 2003, which complies with the generally accepted international practices and the Corporate Governance Code that recommends that the said insurance be maintained using joint stock companies' own funds.

Recommendation:

On item 1 on the agenda of the Meeting: 'Decision on subsequent approval of an interested-party transaction'

To approve an interested-party transaction – Contract (Policy) on Directors, Officers and Companies Liability Insurance entered into by PJSC “LUKOIL” (Policyholder) and Ingosstrakh Insurance Company (Insurer) on 15 July 2022.

On item 2 on the agenda of the Meeting: 'Decision on consent to perform an interested-party transaction'

To give consent to an interested-party transaction – Contract (Policy) on Directors, Officers and Companies Liability Insurance between PJSC “LUKOIL” (Policyholder) and GARDIA, JSC (Insurer).

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”.

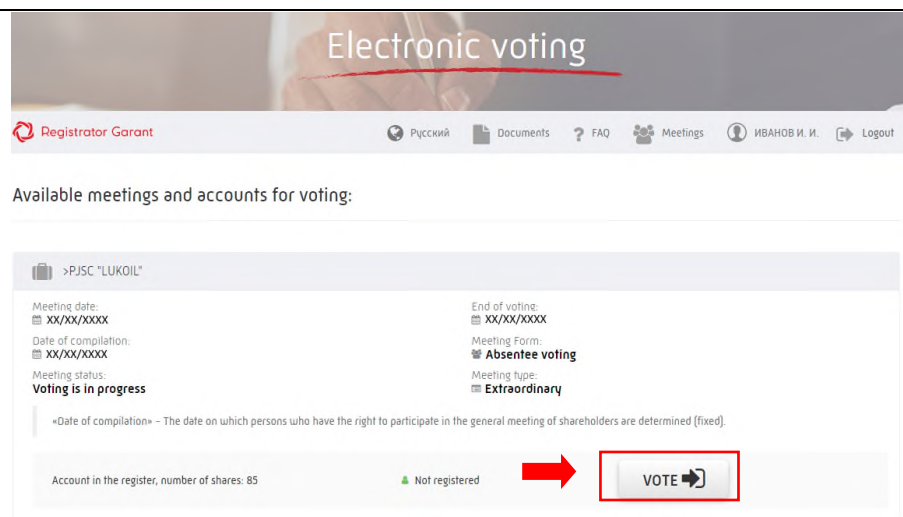
Instructions for shareholders of PJSC “LUKOIL” using the electronic voting solution for the General Shareholders Meeting of PJSC “LUKOIL”

Please be informed that access for completing electronic voting ballots shall be granted to the shareholders who register their title to shares in the Company’s shareholder register on the date following the date on which persons entitled to participate in the General Meeting are determined, 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 General Shareholders Meeting of PJSC “LUKOIL”.

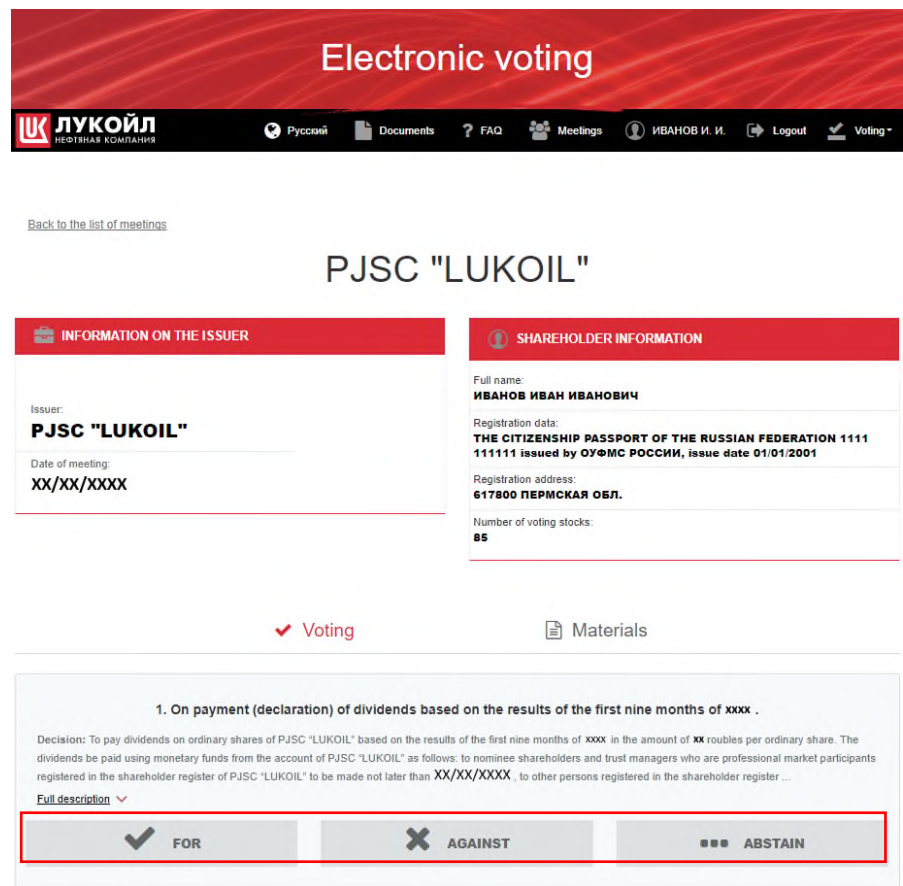
To use the e-voting service:

<p>1. Follow the link:</p> <p>https://evoting.reggarant.ru/Voting/Lk</p> <p style="text-align: center;">or</p> <p>use the QR code to reach the website immediately.</p>	
<p>2. On the opening page, choose your preferred identification method:</p> <ul style="list-style-type: none"> - via your certified account at the State Services Portal (https://gosuslugi.ru); - using your credentials issued by OOO «Registrator «Garant». <p>If you are a registered user of the Shareholder’s Personal Account service, please use your credentials to enter.</p>	
<p>3. Check the relevant box to confirm that you agree with the e-voting rules. <i>(This is mandatory to continue using the Service).</i></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 and confirm your mobile phone number by pressing “Confirm”.</p> <p>5. Save changes.</p>	

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.